

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	)	
	)	Chapter 11
GENESIS HEALTHCARE, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 25-80185 (SGJ)
Debtors.	)	
	)	(Joint Administration Requested)

**DECLARATION OF LOUIS E. ROBICHAUX IV IN SUPPORT OF  
CHAPTER 11 PETITIONS AND FIRST DAY PLEADINGS**

I, Louis E. Robichaux IV, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

**BRIEF BACKGROUND**

1. In 1985, founders Michael Walker and Richard Howard acquired nine facilities, laying the foundation for what would ultimately become Genesis Healthcare, Inc. (“Genesis Healthcare” or the “Company”). Fast forward four decades to today, Genesis Healthcare is one of the largest post-acute care providers in the United States, currently operating approximately 175 facilities across 18 states, with more than 27,000 employees. The Company endeavors to ensure that even those with serious health challenges receive compassionate, professional care in a setting designed to preserve dignity and quality of life.

2. Through most of its forty years of existence, Genesis Healthcare sought to expand, believing (like most operators in the skilled nursing industry) that operating more facilities would result in increased efficiency and economies of scale. At the height of its expansion in 2016,

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<sup>1</sup> The last four digits of Genesis Healthcare, Inc.’s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, for which the Debtors have requested joint administration. The location of Genesis Healthcare, Inc.’s corporate headquarters and the Debtors’ service address is 101 East State Street, Kennett Square, PA 19348. A complete list of the Debtors is attached hereto as **Exhibit A** and may also be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/Genesis>.

Genesis Healthcare became the largest skilled nursing operator in the United States, with over 500 facilities and over 60,000 licensed beds in over 30 states.

3. But as the Company continued to grow in size and scale, those growth metrics did not translate into increasing profitability. Rather, through these expansion efforts, the Company's operations became increasingly more difficult to manage, subject to significantly disparate state landscapes, and mired in corporate inefficiencies that followed numerous mergers and acquisitions. In an effort to stay competitive, the Company shifted from its growth trajectory in 2017 and began divesting certain of its unprofitable facilities, decreasing its portfolio from approximately 500 to fewer than 400 facilities by the beginning of 2020.

4. Unfortunately, just as the Company's portfolio rationalization process was gaining traction, the COVID-19 pandemic struck. The after-effects of the pandemic on the skilled nursing industry generally, and Genesis Healthcare specifically, cannot be overstated. The Company faced a rapid and substantial liquidity shortfall and engaged advisors to prepare for a chapter 11 filing. However, through a capital infusion by a private investment entity, ReGen Healthcare, LLC ("ReGen"), and a restructuring of its master lease with its largest landlord, Welltower, the Company was able to narrowly avoid a bankruptcy filing in March of 2021.

5. But legacy liabilities dating back to the Company's expansion efforts in the mid-2010's continued to weigh heavily on the Company's liquidity. In particular, as the Company rationalized its lease portfolio to the approximately 175 facilities that it operates today, it remained responsible for liabilities associated with a much larger footprint. Despite the Company's successful operational turnaround over the past several years, ReGen's capital infusions (totaling approximately \$100 million) proved insufficient to overcome this overhang. This includes, among other things, funding of approximately **\$8 million per month** in settlement and defense costs

arising from alleged personal injury and wrongful death claims, most of which date back many years. Replete with corporate guarantees, cross-collateralization, and an insurmountable quantum of legacy liabilities dating back decades, it became clear that, without a more holistic solution, the Company would be unable to continue delivering high quality care and appropriately invest in its facilities and equipment.

6. To this end, during the first half of 2025, the Company and its restructuring advisors engaged with key holders of the Company's funded debt to negotiate the terms of a comprehensive solution. Following extensive, arm's-length negotiations, the Company today enters chapter 11 with a clear and defined exit path. Specifically, the Company has negotiated a \$30 million committed DIP financing facility, funded on a **junior basis** by the Company's existing term loan lenders, coupled with a binding bid (the "Stalking Horse Bid") set forth in a stalking horse term sheet (the "Stalking Horse Term Sheet"), sponsored by affiliates of ReGen, that contemplates the purchase of substantially all of the Company's assets. With the assistance of Jefferies and their other restructuring advisors, the Debtors are commencing a comprehensive and robust post-petition marketing process and intend to seek Court approval of related bid procedures to solicit higher or otherwise better offers to purchase the Debtors' assets. Recognizing the affiliated nature of the proposed purchaser, the Stalking Horse Bid was heavily negotiated in good faith and at arm's-length by the Debtors and independent director members of the Special Investigation Committee (as defined and further described below). The Special Investigation Committee was advised by independent special counsel that led a comprehensive pre-petition investigation into, among other things, potential claims and causes of action proposed to be purchased or released under the Stalking Horse Bid. These efforts ensure that higher or otherwise better bids will be solicited to test and compete with the Stalking Horse Bid.

7. Although the Debtors begin these Chapter 11 Cases (as defined herein) with a clearly-defined path and a value-maximizing solution, a successful restructuring is dependent on a brisk and efficient chapter 11 process. With more than 15,000 residents and 27,000 employees, the Debtors' operations—plagued by years of financial stress and deferred capital expenditures—along with their residents, employees, and stakeholders cannot afford to languish in chapter 11. This is why the Debtors believe that an efficient but robust sale process is necessary and appropriate, and why the Debtors have taken significant steps along the way to ensure that resident care remains the utmost priority during this process.

8. Genesis Healthcare's journey over the past 40 years has faced many trials and tribulations, but at every turn, the Company, through strong resolve and a commitment to delivering passionate care to its residents and patients, has endured. Well-positioned to capitalize on the success of the operational turnaround led by the Company's current management team, the Debtors are now ready to take the next step in the future of Genesis Healthcare's journey. The proposed value-maximizing sale process already enjoys the support of many of the Company's key stakeholders, and the Debtors believe that these chapter 11 cases can act as a springboard to the Company's renewed success for decades to come.

### **INTRODUCTION**

9. On July 9, 2025 (the "Petition Date"), Genesis Healthcare, Inc. together with each of its Debtor affiliates and subsidiaries (collectively, the "Debtors"), as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Chapter 11 Cases") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for Northern District of Texas, Dallas Division (the "Court").

10. I am the Debtors' Co-Chief Restructuring Officer (the "Co-CRO"). I am a Senior Managing Director at Ankura Consulting Group, LLC ("Ankura") in Ankura's Turnaround & Restructuring Advisory group. I have over 30 years of experience in the interim management, restructuring, and insolvency industry, with a significant emphasis on the U.S. healthcare industry. During that time, I have advised and assisted distressed companies with numerous complex financial, operational, and strategic situations, including serving as interim management, chief restructuring officer, and strategic restructuring advisor of such entities and assisting with, among other things, financial statement analysis, expert witness services, financial projection development, liquidity and cash management, M&A support, stakeholder negotiations, balance sheet recapitalization and restructurings, postpetition financing and sourcing, and bankruptcy preparation and administration. I also have extensive healthcare sector experience and have advised hospitals, HMO/managed care organizations, outpatient rehabilitation facilities, skilled nursing care facilities, and continuing care retirement communities.

11. I have played a key role in many successful chapter 11 restructurings, including *In re South Hills Operations, LLC*, Case No. 24-21217 (CMB) (Bankr. W.D. Pa. May 17, 2024) (served as chief restructuring officer); *In re Tarrant County Senior Living Ctr., Inc.*, Case No. 19-33756 (SGJ) (Bankr. N.D. Tex. Nov. 5, 2019) (served as chief restructuring officer); *In re Mayflower Communities, Inc.*, Case No. 19-30283 (HDH) (Bankr. N.D. Tex. Jan. 31, 2019) (served as chief restructuring officer); *In re 4 West Holdings, Inc.*, Case No. 18-30777 (Bankr. N.D. Tex. Mar. 7, 2018) (HDH) (served as chief restructuring officer); and *St. Francis' Hospital in Poughkeepsie, New York*, Case No. 13-37725 (Bankr. S.D.N.Y. Dec. 17, 2013). I have also served in numerous chief restructuring officer and similar roles out-of-court, including Tuomey Healthcare System (served as chief restructuring officer), Healthcare Partners Investment LLC

(served as interim CFO and restructuring advisor), Medicalodges Inc., Senior Living Properties LLC (served as chief restructuring officer), The Clare at Water Tower, Ascent Group, Sage Physician Partners Inc. d/b/a American Physician Housecalls, Orthodontic Centers of America, and MMH Medical Holdings Inc. I hold a B.B.A. from Austin Peay State University and an MBA from Mays Business School at Texas A&M University. I also hold an inactive license in Texas as a Licensed Nursing Facility Administrator and various professional credentials relevant to the restructuring industry.

12. Ankura was initially retained as financial advisor to the Company on August 1, 2020 to provide certain financial and restructuring advisory services in connection with the Company's then ongoing evaluation and development of strategic alternatives to address its operational and liquidity challenges. While Ankura was heavily involved in advising on potential restructuring scenarios in late 2020 and early 2021 (in advance of the ReGen investment in March 2021), Ankura has remained engaged by the Company since that time to, among other things, prepare cash flow forecasting models and methodologies, monitor and report on liquidity levels, and advise and assist the Company with developing go-forward business plans. On the Petition Date, Russell A. Perry, a Senior Managing Director at Ankura, and I were appointed as Co-CROs to the Debtors.

13. As a result of my role and experience with the Company to date, I have personal knowledge of, and am familiar with, the business affairs, day-to-day operations, books and records, and financial condition of the Debtors, and I am authorized to submit this declaration (the "Declaration") on behalf of the Debtors. Except as otherwise indicated herein, all statements set forth in this Declaration are based on my personal knowledge, my review of relevant documents and information concerning the Company's operations, financial affairs, and restructuring

initiatives, discussions with key members of the Company's management who oversee the day-to-day business operations and affairs, my opinion based on my experience, knowledge of the skilled nursing industry, and the Debtors' operations and financial condition, and discussions with and information provided to me by the Debtors' other representatives, including other proposed restructuring advisors, McDermott Will & Emery LLP ("McDermott"), as counsel and Jefferies LLP ("Jefferies"), as investment banker, and independent counsel to the Special Investigation Committee (the "Special Investigation Committee") from Katten Muchin Rosenman LLP ("Katten"). The statements in this Declaration are accurate to the best of my knowledge, information, and belief. If called upon to testify, I could and would testify competently to the facts set forth in this Declaration.

14. I submit this Declaration to assist the Court and the parties-in-interest in understanding the circumstances that led to the commencement of the Chapter 11 Cases and in support of (a) the Debtors' voluntary petitions for relief under chapter 11 of the Bankruptcy Code and (b) the relief that the Debtors have requested pursuant to the motions and applications (collectively, the "First Day Pleadings") filed contemporaneously herewith, which seek procedural and substantive relief that will facilitate the Debtors' orderly transition into chapter 11, help avoid immediate and irreparable harm to the Debtors' estates, and preserve their value. I am familiar with the contents of each of the First Day Pleadings and believe that the relief sought therein will allow the Debtors to fulfill their duties as debtors-in-possession, minimize possible disruption to the Debtors' business that may be caused by commencement of the Chapter 11 Cases, and position the Debtors to effectuate an efficient restructuring through chapter 11, all while prioritizing the continued and uninterrupted care of their patients and residents.

15. To assist the Court and parties-in-interest in understanding the Debtors' business, as well as the relief the Debtors are seeking in the First Day Pleadings, this Declaration is organized in the following five parts:

- **Part I** provides an overview of the Company's corporate history.
- **Part II** describes the Company's business services and operations.
- **Part III** provides an overview of the Company's prepetition corporate and capital structure.
- **Part IV** describes the circumstances leading to the commencement of the Chapter 11 Cases, the Company's prepetition negotiations with key stakeholders, and the objectives of the Chapter 11 Cases.
- **Part V** sets forth the various First Day Pleadings filed in connection with the Chapter 11 Cases, which the Debtors believe are critical to administering the Chapter 11 Cases and preserving and maximizing the value of the Debtors' estates.

**PART I:  
GENESIS HEALTHCARE'S CORPORATE HISTORY**

**A. Early Years: Founding to Fast Growth**

16. The Company's origin can be traced back to 1985, when Genesis Health Ventures was founded with nine skilled nursing centers and a management team that believed nursing homes should be proactive centers of health care, rather than centers focused solely on custodial care for the elderly. Between 1985 and 1998, Genesis Health Ventures, a public company, grew in revenue from \$32 million to \$2.4 billion through the acquisition of nursing homes and ancillary services such as rehabilitation therapy, diagnostic testing, respiratory therapy, and pharmacy. Similar to the Company's current operations, it primarily served high-acuity Medicare patients who needed intensive nursing care, rehabilitation therapy, and other support services to recover from an acute illness or injury.

17. As a result of the Balanced Budget Act of 1997, the U.S. federal government made drastic and unanticipated cuts to Medicare, which funded virtually all the care for individuals admitted to centers operated by Genesis Health Ventures from hospitals. Genesis Health Ventures fought to stay solvent but was ultimately forced to seek chapter 11 protection in 2000 and emerged in 2001 as a reorganized company dedicated to providing high quality health care to its patients.

18. In 2003, the board of directors of Genesis Health Ventures decided to separate its in-patient care and pharmacy divisions. As part of the separation, Genesis Health Ventures adopted the NeighborCare pharmacy division's trade name and spun off its skilled nursing, assisted living, and rehabilitative services segments into a new publicly traded entity, Genesis HealthCare Corporation.<sup>2</sup>

19. In July 2007, Genesis HealthCare Corporation merged with GEN Acquisition Corp., a wholly owned subsidiary of FC-GEN Acquisition, Inc. Pursuant to the merger, valued at \$1.52 billion, Genesis HealthCare Corporation was acquired by affiliates of Formation Capital, LLC and JER Partners through their joint venture, FC-GEN Acquisition Holding, LLC, and became a private company.<sup>3</sup> At the time of the merger, the portfolio of Genesis HealthCare Corporation consisted of 180 owned and leased facilities comprising more than 21,800 beds.<sup>4</sup>

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<sup>2</sup> See *Genesis sets date to complete elder-care spinoff*, Modern Healthcare (Nov. 16, 2003), available at <https://www.modernhealthcare.com/article/20031117/NEWS/311170330/genesis-sets-date-to-complete-elder-care-spinoff> (last accessed July 1, 2025).

<sup>3</sup> See Form 8-K, Genesis HealthCare Corporation (July 18, 2007), available at <http://pdf.secdatabase.com/1934/0001019056-07-000647.pdf> (last accessed on July 1, 2025).

<sup>4</sup> See *JER Partners to Sell the Real Estate Assets of Genesis HealthCare to Health Care REIT, Inc. for \$2.4 Billion*, PR Newswire (Feb. 28, 2011), available at <https://www.prnewswire.com/news-releases/jer-partners-to-sell-the-real-estate-assets-of-genesis-healthcare-to-health-care-reit-inc-for-24-billion-117095828.html> (last accessed on July 1, 2025).

**A. Sale of Real Property Interests**

20. April 1, 2011 was a pivotal moment in the history of the Company. On that date, Genesis HealthCare Corporation — which, at the time, owned nearly all of the real estate assets underlying its operations — transferred substantially all of its real property interests to Health Care REIT, Inc. (n/k/a Welltower, Inc.) (“Welltower”) in exchange for \$2.4 billion and entered into a long-term triple-net master lease with Welltower to continue to operate the skilled nursing centers.<sup>5</sup> The acquisition included 147 post-acute, skilled nursing, and assisted living facilities located in 11 states in the Northeast and Mid-Atlantic regions of the U.S.<sup>6</sup> Around this same time, JER Partners exited from Genesis HealthCare Corporation and FC-GEN Operations Investment, LLC (“FC-GEN”), an entity formed by affiliates of Formation Capital, LLC and JER Partners in 2010, became the ultimate parent entity of the Company.<sup>7</sup>

**B. Continuing Expansion through Acquisition/Merger**

21. On December 1, 2012, FC-GEN acquired Sun Healthcare Group, Inc., creating one of the largest skilled nursing providers in the country, with more than 400 skilled nursing centers in 29 states, and expanding its rehabilitation therapy business to more than 1,500 contracts in 46 states.<sup>8</sup>

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<sup>5</sup> See *id.*; see also *Health Care REIT to Acquire Genesis HealthCare Real Estate Assets for \$2.4 Billion*, Senior Housing News (Feb. 28, 2011), available at <https://seniorhousingnews.com/2011/02/28/health-care-reit-to-acquire-genesis-healthcare-real-estate-assets-for-2-4-billion/> (last accessed on July 1, 2025).

<sup>6</sup> See *Health Care REIT, Inc. Completes \$2.4 Billion Acquisition of Genesis Healthcare Real Estate Assets*, Genesis HealthCare Corporation, Press Release (Apr. 4, 2011), available at <https://www.genesishcc.com/about-us/press/press-releases/health-care-reit-inc-completes-24-billion-acquisition-genesis> (last accessed on July 1, 2025).

<sup>7</sup> See Consolidated Financial Statements, Genesis HealthCare LLC and Subsidiaries (Dec. 31, 2012), available at <https://www.sec.gov/Archives/edgar/data/1492298/000149229813000010/exhibit991-genesisauditedf.htm> (last accessed on July 1, 2025).

<sup>8</sup> See *Genesis Acquires Sun Healthcare Group, Inc.*, Genesis HealthCare, Press Release (Dec. 3, 2012), available at <https://www.genesishcc.com/about-us/press/press-releases/genesis-healthcare-acquires-sun-healthcare-group-inc> (last accessed on July 1, 2025).

22. On February 1, 2015, FC-GEN merged with Skilled Healthcare Group, Inc., creating Genesis Healthcare, Inc.<sup>9</sup> As part of this merger, FC-GEN became a subsidiary of the Genesis Healthcare, Inc. and the FC-GEN shareholders received Class A and Class C shares in Genesis Healthcare, Inc. and also retained their membership interests in FC-GEN through an Up-C structure.<sup>10</sup> This merger increased the Company's existing skilled nursing portfolio to more than 500 skilled nursing centers in 34 states and expanded its rehabilitation therapy business to more than 1,600 service locations in 46 states and the District of Columbia.<sup>11</sup> At this time, Genesis Healthcare, Inc. began publicly trading on the NYSE with the ticker symbol of GEN.<sup>12</sup>

### **C. Transacting as a Public Company**

23. Following its reemergence on the public market, the Company focused on expanding its Genesis Rehabilitation Services ("GRS") operations in Asia. On June 1, 2015, GRS partnered with Zhejiang Bang-Er Medical Group ("Bang-Er"), an orthopedic hospital system in

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<sup>9</sup> See *FC-GEN Operations Investment, LLC completed the acquisition of Skilled Healthcare Group, Inc. from Onex Corporation and other shareholders in a reverse merger transaction*, MarketScreener (Feb. 1, 2015), available at <https://www.marketscreener.com/quote/stock/GENESIS-HEALTHCARE-INC-120790266/news/FC-Gen-Operations-Investment-LLC-completed-the-acquisition-of-Skilled-Healthcare-Group-Inc-from-O-38488956/> (last accessed on July 1, 2025).

<sup>10</sup> An Umbrella Partnership Corporation (an "Up-C") is an indirect mode for an operating partnership to conduct an initial public offering and is composed of two entities: (i) the parent company, which is a publicly traded C-corporation (here, Genesis Healthcare, Inc.) and is typically organized as a holding company with no material assets other than its equity interest in the existing partnership, and (ii) a direct subsidiary of the C-corporation, which is the then-existing operating partnership (here, FC-GEN), structured as a limited liability company. See *The Up-C deal structure for pass-through entities*, Deloitte, available at <https://www2.deloitte.com/us/en/pages/audit/articles/up-c-structure-ipo-advantages.html> (last accessed on July 1, 2025). This structure is capitalized with two classes of common stock: (a) Class A common stock, which is issued to public investors and provides both voting and economic rights in Pubco and (b) Class C common stock, which is issued to the existing owners of the partnership and only provides voting rights in PubCo. Because the legacy members of FC-GEN, LLC hold membership interests in an operating entity, they remain subject to a proportionate share of the tax gains and losses of the Company.

<sup>11</sup> See *Genesis Healthcare Combines with Skilled Nursing Group, Inc.*, Genesis HealthCare, Press Release (Feb. 2, 2015), available at <https://www.genesisihcc.com/about-us/press/press-releases/genesis-healthcare-combines-skilled-healthcare-group-inc> (last accessed on July 1, 2025).

<sup>12</sup> See *id.*

China. The partnership with Bang-Er was GRS' second transaction in China, coming on the heels of GRS Health Services Vitality Center, located just outside of Guangzhou.

24. On June 15, 2015, the Company expanded its footprint in the SNF sector when it acquired 24 skilled nursing facilities and a related contract rehabilitation business from Revera Inc. On May 2, 2016, the Company sold its home health and hospice operations to Compassus for \$72 million in cash and a \$12 million note. The divested operations were acquired through Genesis' merger with Skilled Healthcare in February 2015.

25. In addition to the foregoing, between 2018 and 2020, the Company created several joint venture entities through certain facility divestitures, as discussed in greater detail in **Part II.C** hereof.

**D. Navigating Liquidity Challenges Post-COVID and ReGen Rescue Financing**

26. Like many skilled nursing operators, the COVID-19 pandemic and its aftermath had a significant impact on the Debtors' liquidity profile and ability to continue servicing its ongoing debts. As a result of its mounting legacy tort and vendor liabilities and the challenging post-COVID landscape in the industry, the Company began preparations to file for chapter 11 protection in late 2020 and early 2021. However, the Company narrowly avoided a bankruptcy filing and solved its impending liquidity crisis (at least temporarily) through an out-of-court capital infusion by ReGen, a private investment entity, in exchange for certain convertible subordinated notes issued by FC-GEN and a lease restructuring agreement with Welltower.

27. Specifically, on March 2, 2021, the Company, FC-GEN, and ReGen entered into that certain *Investment Agreement* (the "Investment Agreement") through which ReGen provided a \$50 million capital infusion to the Company in exchange for a \$50 million convertible

subordinated note issued by FC-GEN (the “First ReGen Note”).<sup>13</sup> Pursuant to the Investment Agreement, ReGen obtained rights to appoint two directors on the Board of Directors, including the Chairman of the Board, upon the initial \$50 million capital infusion.

28. On March 3, 2021, pursuant to the terms of the Investment Agreement and as authorized by the Board, the Company submitted written notice to the NYSE of its intent to voluntarily delist its Class A Shares from the NYSE and cease reporting under the Exchange Act.<sup>14</sup> On March 15, 2021, the Company voluntarily withdrew from the NYSE.<sup>15</sup> The Company continues to trade over-the-counter on the pink-sheet market.

29. Contemporaneously with the issuance of the First ReGen Note in March 2021, the Company agreed to a process to terminate its master lease covering 51 facilities leased from affiliates of Welltower and transition operations to new operators.<sup>16</sup>

30. In the years following the initial ReGen investment, as more fully described in **Part III.B.2.b** hereof, FC-GEN issued three additional convertible subordinated notes in the aggregate amount of approximately \$50 million to ReGen (collectively, the “ReGen Notes”), which when

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<sup>13</sup> See *Nursing Home Giant Genesis to Restructure, Voluntarily Delist from NYSE as ReGen Steps in With \$50M Stake*, Skilled Nursing News (Mar. 3, 2021), available at <https://skillednursingnews.com/2021/03/nursing-home-giant-genesis-to-restructure-voluntarily-delist-from-nyse/> (last accessed on July 1, 2025); *Genesis Healthcare Announces Strategic Restructuring Steps to Strengthen Balance Sheet and Chart Path for Recovery* (Mar. 3, 2021), available at [https://www.genesishcc.com/static/d1281aa459ea1942fc95eb81fca56b53/Genesis\\_Press\\_Release%2520-%252003\\_03\\_21%2520FINAL.pdf](https://www.genesishcc.com/static/d1281aa459ea1942fc95eb81fca56b53/Genesis_Press_Release%2520-%252003_03_21%2520FINAL.pdf) (last accessed on July 1, 2025).

<sup>14</sup> See Form 8-K, Genesis Healthcare, Inc. (Mar. 2, 2021), available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001351051/000155837021002290/gen-20210302x8k.htm> (last accessed on July 1, 2025).

<sup>15</sup> See Notification of Removal from Listing and/or Registration Under Section 12(b) of the Securities Exchange Act of 1934, Genesis Healthcare, Inc. (Mar. 15, 2021), available at <https://www.sec.gov/Archives/edgar/data/1351051/000134100421000118/form25.htm> (last accessed July 1, 2025).

<sup>16</sup> See Form 8-K, Genesis Healthcare, Inc. (Mar. 2, 2021), available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0001351051/000155837021002290/gen-20210302x8k.htm> (last accessed on July 1, 2025).

combined with ReGen's initial \$50 million investment resulted in a combined approximate \$100 million investment. Collectively, if converted to equity (which has not occurred to date), the ReGen Notes would provide ReGen rights to approximately 93% of the voting shares of Genesis Healthcare, Inc. on a fully diluted basis.

**PART II:**  
**GENESIS HEALTHCARE'S BUSINESS SERVICES AND OPERATIONS**

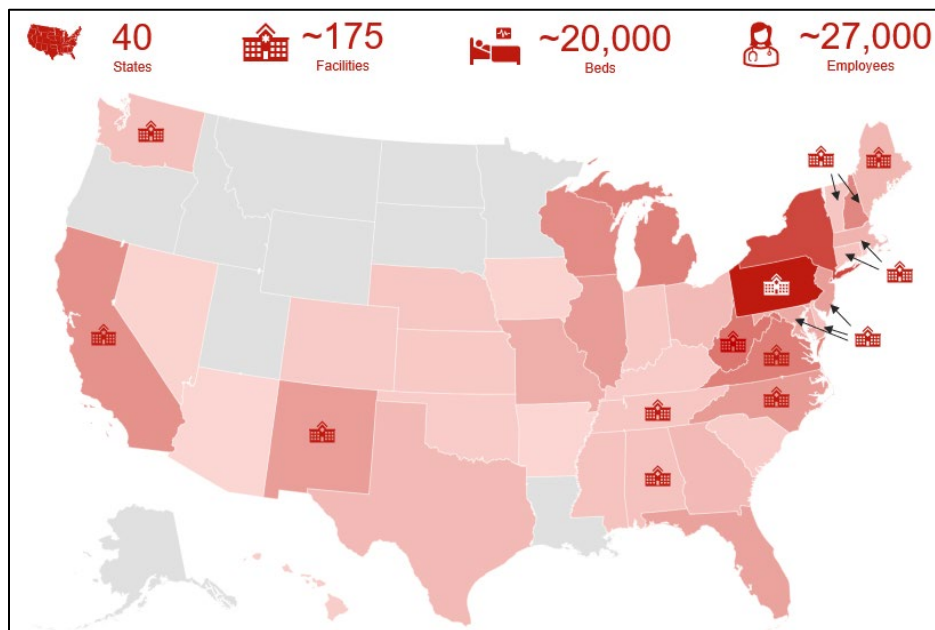
31. The Company is one of the nation's largest post-acute care providers in the United States, employing approximately 27,000 employees across approximately 175 skilled nursing facilities (collectively, the "SNFs") and assisted/independent living facilities (collectively, the "ALFs/ILFs") and together with the SNFs, the "Facilities"), four ancillary healthcare businesses, and related administrative support functions. The Company's business primarily consists of (a) inpatient services (the "Inpatient Services"), which is the largest component of the Company's business and includes the operation of the Facilities; (b) ancillary businesses, including rehabilitation and respiratory therapy services, a captive accountable care organization, and other administrative, management, and physician services; and (c) ownership interests in certain non-Debtor joint ventures that hold real property and other interests.

**A. Inpatient Services**

32. As discussed below, the Company provides both short-term and long-term care services in its approximately 175 Facilities, from short-term rehabilitation therapy and specialized cardiac or pulmonary management for high-acuity patients to long-term memory care and residency offerings for elderly patients in need of 24/7 care. Regardless of the types of services provided, quality patient care is, and always has been, top of mind. Since 2002, more than 200 of the Company's facilities have received gold, silver, and bronze American Health Care

Association/National Center for Assisted Living Quality Awards.<sup>17</sup> In October 2024, six of the Company's facilities in Pennsylvania, Maryland, and New Jersey were recognized by Newsweek as one of America's Best Nursing Homes for 2025.<sup>18</sup>

33. As of the Petition Date, the Company operates and/or manages approximately 175 Facilities across 18 states, while the Company's ancillary businesses provide services to patients located in approximately 40 states. The below depiction reflects the states in which the Debtors operate Facilities (🏠), along with shading to indicate location density across ancillary business segments across the United States.



<sup>17</sup> See Quality Awards, available at <https://www.geneshcc.com/our-services/our-commitment-to-quality/quality-awards> (last accessed July 1, 2025).

<sup>18</sup> See America's Best Nursing Homes 2025, Newsweek, available at <https://rankings.newsweek.com/americas-best-nursing-homes-2025> (last accessed on July 1, 2025); see also *Six Genesis-Affiliated Skilled Nursing Facilities Recognized by Newsweek as one of America's Best Nursing Homes for 2025*, Genesis, available at <https://www.geneshcc.com/about-us/press/press-releases/six-genesis-affiliated-skilled-nursing-facilities-recognized-newsweek> (last accessed on July 1, 2025).

The Facilities consist of approximately 165 SNFs and ten stand-alone ALFs/ILFs. Collectively, as of the Petition Date, the Facilities have approximately 20,000 licensed beds and approximately 15,000 residents.

**1. SNFs and ALFs/ILFs**

34. The Company provides both short-term and long-term care to residents in its SNFs. With respect to its short-term care services, the Company spent years developing a variety of programs for high-acuity residents who are admitted to its SNFs while recovering from strokes, other neurological conditions, cardiovascular and respiratory ailments, joint replacements, and other muscular or skeletal disorders. The Company's transitional care units provide a bridge between hospital and home, offering care in an environment that is dedicated to speeding recovery and returning home as quickly as possible. The average stay length in the transitional care units is typically three to four weeks. In its transitional care units, the Company also provides specialized, interdisciplinary care for residents in need of ventilator treatment and rehabilitation, on-site dialysis services, cardiac management, pulmonary management, and neurorehabilitation.

35. In addition to its short-term care services, the Company also provides 24-hour long-term care services for residents, particularly those with chronic conditions or prolonged illnesses. The Company also provides memory support services for residents with Alzheimer's, dementia, or other cognitive impairments and hospice care to provide physical, emotional, and spiritual support to individuals suffering from terminal diseases. The Company uses interdisciplinary teams of experienced medical professionals, including registered nurses, licensed practical nurses, certified nursing assistants, and other professionals who provide individualized comprehensive nursing care. The Company provides standard services to each of its skilled nursing residents,

including room and board, special nutritional programs, social services, recreational activities, and related healthcare and other services.

36. The Company complements its skilled nursing care business by providing assisted/senior living services at ten stand-alone ALFs/ILFs with approximately 785 beds as of the Petition Date. An individual interested in admission to an ALF/ILF must first enter into an admission agreement, which establishes the terms and conditions under which such resident will receive and pay for services. The services and accommodations covered by the daily room rate include residential accommodations, activities, security, meals, assistance with daily living (including dressing, bathing, and grooming), housekeeping, planned activities, nursing services, and local transportation for outside appointments. Residents in the ALFs/ILFs are typically elderly individuals who require some support, but not the level of nursing care provided in an SNF.

37. With minor exception, the Debtors do not own the Facilities but rather lease the Facilities from various landlords. A schedule of the Facilities and their current landlords is attached hereto as **Exhibit B**.

## 2. Inpatient Services Revenue

38. The Company's subsidiaries operating the SNFs and ALFs/ILFs receive revenue from several sources, including: (a) Medicare, (b) Medicaid, and (c) other third party and private payors. The following table depicts the Company's Inpatient Services revenue by source for fiscal years 2024 and 2023:

	Year ended December 31,	
	2024	2023
Medicare	17 %	16 %
Medicaid	61 %	61 %
Commercial insurance	13 %	13 %
Private	7 %	8 %
Other	2 %	2 %
Total	100 %	100 %

In fiscal year 2024, Inpatient Services generates approximately 83% of the Company's revenue. The Company uses the revenue generated by the receipt of daily basic rates and service fees to fund daily operations, pay rent, service legacy liabilities and other debt obligations, and make capital improvements to the SNFs and ALFs/ILFs.

### **3. Regulatory Agencies**

39. Nearly every aspect of the Company's Inpatient Services, including healthcare services provided to patients and residents as well as the billing and collections thereof, is subject to extensive rules and regulations promulgated by (a) the United States Department of Health and Human Services' Centers for Medicare & Medicaid Services, (b) the Department of Aging, Office of Health Assurance and Licensing, Bureau of Long Term Care, Bureau of Regulatory Enforcement, and (c) numerous long-term care regulatory and/or payor agencies in each state in which the Facilities operate.

### **B. Ancillary Businesses**

40. The Company holds interests in four principal ancillary businesses (collectively, the "Ancillary Businesses") that serve both the Facilities and other third-party customers. As described more fully in **Part III.B** (the "Prepetition Capital Structure"), the assets of the Ancillary Businesses (other than cash and accounts receivable) are pledged as first-priority collateral under the Prepetition Term Loan. The four Ancillary Businesses are: (a) Powerback Rehabilitation, (b) Powerback Respiratory, (c) the ACO, and (d) AlignMed, each as defined and described below.

#### **1. Powerback Rehabilitation and Powerback Respiratory**

41. In addition to its core inpatient business, the Company owns two ancillary businesses, Debtor Powerback Rehabilitation LLC ("Powerback Rehabilitation") and Debtor

Respiratory Health Services LLC (“Powerback Respiratory” and together with Powerback Rehabilitation, “Powerback”), that provide rehabilitative and respiratory services to patients and residents in its Facilities, as well as other facilities operated by non-Debtor third-parties. In fiscal year 2024, the Powerback business segment generated approximately 12% of the Company’s revenue.

42. Powerback Rehabilitation, a leading provider of physical therapy, occupational therapy, speech therapy, respiratory therapy, and wellness services for older adults,<sup>19</sup> was introduced as a new product offering by the Company in February 2012.<sup>20</sup> It now operates and staffs rehabilitation gyms in all of the Company’s SNF and ALF facilities and also partners with unaffiliated non-Genesis skilled nursing centers, assisted living and independent living communities, hospitals, home health companies, adult day care programs, and outpatient clinics to provide patients and residents with comprehensive therapy services. These services are provided at facilities as part of an integrated service offering in connection with its skilled nursing care to provide the best possible treatment to high-acuity patients. Approximately 25% of Powerback Rehabilitation’s revenue is derived from their service offerings at the Facilities, while the remaining 75% is derived from third-party contracts.

43. Powerback Rehabilitation is also party to certain management services agreements (each, an “MSA”) with certain professional corporations (collectively, the “Powerback PCs”) through which the Powerback PCs provide rehabilitative services. Powerback Rehabilitation provides certain back-office support services to the Powerback PCs for a monthly fee equal to

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<sup>19</sup> For more information on the services provided by Powerback Rehabilitation, please visit: <https://www.getpowerback.com/>.

<sup>20</sup> See *Genesis HealthCare Introduces PowerBack Rehabilitation*, Genesis HealthCare, Press Release (Feb. 8, 2012), available at <https://www.genesishcc.com/about-us/press/press-releases/genesis-healthcare-introduces-powerback-rehabilitation> (last accessed on July 1, 2025).

(a) the collections of the Powerback PC's practice during the applicable month minus (b) the expenses incurred by the Powerback PC's practice during the applicable month.

44. Powerback Respiratory provides services to skilled nursing facilities, including those operated by the Company, to provide respiratory therapy services and supplies for patients with pulmonary diagnoses and related conditions.<sup>21</sup> Approximately 70% of Powerback Respiratory's revenue is derived from their service offerings at the Facilities, while the remaining 30% is derived from third-party contracts.

## **2. ACO**

45. Debtor LTC ACO, LLC ("LTC ACO") administers an in-house accountable care organization (commonly referred to as an "ACO") in which numerous skilled nursing and acute care providers participate, including the Debtors operating the Facilities. In general, an ACO is an organization of healthcare providers that agrees to be accountable for the quality, cost, and overall care of Medicare fee-for-service beneficiaries that they treat.<sup>22</sup> ACOs are required to have processes to coordinate care, promote evidence-based medicine and patient engagement, measure and report on quality and cost measures, and demonstrate patient-centeredness. ACOs and their participating providers that are successful in meeting program participation, quality, and financial goals earn a portion of the savings that accrue to the Medicare program. Under the Medicare Shared Savings Program (the "Shared Savings Program"), providers and suppliers are able to create an ACO, which in turn agrees to be held accountable for the quality, cost, and experience of care.

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<sup>21</sup> For more information on the services provided by Powerback Respiratory, please visit: <https://www.getpowerback.com/services/powerback-respiratory>.

<sup>22</sup> See "About ACOs," LTC ACO, available at <https://www.ltcaco.com/about-acos> (last accessed on July 1, 2025).

46. LTC ACO allows participants to share in cost savings achieved through the Shared Savings Program on an annual basis. In the ordinary course of business, the ACO tracks the cost of benefits provided to long-term Medicare beneficiaries at the Facilities as well as other non-Debtor unaffiliated facilities through the Shared Savings Program. The ACO receives approximately 75% of any annual cost savings achieved through the Shared Savings Program (the “ACO Distribution”). The Debtor entities that participate in the ACO (collectively, the “Debtor ACO Participants”) comprise approximately 16% of the total participants in the ACO and the remaining 84% of participants are non-Debtor, unaffiliated healthcare providers in the United States (collectively, the “Non-Debtor ACO Participants” and together with the Debtor ACO Participants, the “ACO Participants”).

47. The ACO Distribution is paid once per year, typically in October, to LTC ACO and depends on the number of beneficiaries and the cost savings achieved throughout the year. As ACO Participants themselves, the Debtors are entitled to keep a prorated portion of the ACO Distribution. The remainder of the ACO Distribution must be distributed externally within 30 days of receipt to the Non-Debtor ACO Participants, each of whom rely on the ACO Distribution for a critical portion of their annual revenue.

48. As of the Petition Date, LTC ACO contracts with more than 28 unaffiliated primary care practices composed of 1,200 healthcare providers, continuing to execute on its plan to expand its resident attribution, not only inside Genesis but also more broadly throughout the skilled nursing industry. In the year ended December 31, 2024, LTC ACO recognized revenue of

approximately \$39.4 million and is projected to earn approximately \$63 million in revenue in 2025.<sup>23</sup>

49. LTC ACO is also party to MSAs with certain professional corporations (collectively, the “ACOs PCs”) through which the ACO PCs provide additional staff to support the ACO. In exchange, LTC ACO provides certain back-office support services to the ACO PCs for a monthly fee equal to (a) the collections of the ACO PC’s practice during the applicable month minus (b) the expenses incurred by the ACO PC’s practice during the applicable month.

### **3. AlignMed Partners**

50. Debtor Genesis Eldercare Physician Services, LLC d/b/a AlignMed (“AlignMed”) is a national medical group practice of over 340 healthcare providers which partners with skilled nursing facility operators to enhance and strengthen their clinical teams and improve patient outcomes.<sup>24</sup> In the year ended December 31, 2024, AlignMed recognized revenue of approximately \$73.3 million. It specializes in the holistic care of sub-acute, skilled nursing, and long-term care patients and provides high-quality clinical, administrative, and practice management oversight as well as additional clinical staff within the Facilities through either independent contractors or various professional corporations (collectively, the “AlignMed PCs”).<sup>25</sup> Specifically, AlignMed and the AlignMed PCs are parties to certain MSAs through which

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<sup>23</sup> The recorded revenue of the LTC ACO includes the entirety of the estimated ACO Distribution for the following year. The Non-Debtor ACO Participants portion of the related ACO Distribution is expensed by the Debtors throughout the same year in which the revenue is accrued.

<sup>24</sup> See AlignMed, <https://www.alignmedpartners.com/partnerships>.

<sup>25</sup> The AlignMed PCs are discussed in greater detail in the *Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Honor and Incur Obligations to Professional Corporations and (B) Obtain New Professional Corporations Contracts, (II) Extending the Automatic Stay to Certain-Non-Debtors, and (II) Granting Related Relief*, filed contemporaneously herewith. For the avoidance of doubt, the AlignMed PCs are not Debtors in these Chapter 11 Cases and are not wholly owned by the Debtors.

the AlignMed PCs agree to provide additional physicians and advanced practice providers to enhance the clinical capabilities of the Facilities. In exchange, AlignMed provides certain management, administration, staffing, and support services to the AlignMed PCs for a monthly fee equal to (a) the collections of the AlignMed PC's practice during the applicable month minus (b) the expenses incurred by the AlignMed PC's practice during the applicable month.

### **C. Joint Ventures**

51. Debtor GHC JV Holdings LLC, through certain of its affiliates, directly or indirectly owns minority interests in multiple joint ventures (collectively, the "JVs") with non-Debtor third-party entities.<sup>26</sup> Each of the JVs are non-Debtors. As discussed more fully below, the four primary JVs are: (a) the NextGen JV; (b) the CCGEN JV; (c) the Seafire JV; and (d) the Bold Quail JVs.<sup>27</sup> As described more fully in the Prepetition Capital Structure section herein, the equity interests of the JVs are pledged as first-priority collateral under the Prepetition Term Loan. In addition, there are a variety of potential cross-defaults under the relevant operating agreements, lease agreements, and loan documents to which the JVs and/or the JV members are a party that would implicate property of the Debtors' estates under Bankruptcy Code section 541 and would be subject to the automatic stay under Bankruptcy Code section 362, as further described in the JV Motion filed contemporaneously herewith.

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<sup>26</sup> The JVs are discussed in greater detail in the *Debtors' Emergency Motion for Entry of Order (I) Enforcing the Automatic Stay with Respect to the JVs and (II) Granting Related Relief* (the "JV Motion"), filed contemporaneously herewith. For the avoidance of doubt, the JVs are not Debtors in these Chapter 11 Cases.

<sup>27</sup> In addition, Debtor GHC JV Holdings LLC also holds (a) a 49% interest in Magnolia Gardens Limited Liability Company, which owns the real property interests in one facility located in Maryland; (b) a 66.67% interest in Courtyard Nursing Care Center Partnership, which previously owned the real property interests in one facility located in Massachusetts; (c) a 50% interest in Franklin Square/Meridian Healthcare Nursing Home LP, which owns the real property interests in one facility located in Maryland; (d) a 50% interest in Capital/Region Genesis Eldercare L.L.C., which owns the real property interests in one facility located in New Hampshire; and (v) a 75% interest in Bowie Center Limited Partnership, which owns the real property interests in one facility located in Maryland.

**1. NextGen JV**

52. On January 31, 2019, 15 facilities in Pennsylvania, New Jersey, Connecticut, Massachusetts, and West Virginia were sold to NextGen Investors, LLC (the “NextGen JV”), a Delaware limited liability company. The NextGen JV is owned in part by Debtor GEN-Next Holdco I LLC (the “Genesis NextGen Member”), which holds approximately 46% of the Class A units of the NextGen JV, and in part by NextGen Investors Holdings, LLC (the “Non-Genesis NextGen Member”), which holds approximately 54% of the Class A units of the NextGen JV. Next Asset Management II, LLC holds 100% of the Class B units of the NextGen JV. The NextGen JV owns certain of the real property interests of certain of these facilities, which the Company continues to operate pursuant to a master lease with the NextGen JV. The NextGen JV has its own term loans and has approximately \$123.8 million in debt outstanding as of the Petition Date, which are not debt obligations of the Debtors. Prior to the Petition Date, the Debtors sent a notice to the Non-Genesis NextGen Member electing to exercise a purchase option of the underlying facilities.

**2. CCGEN JV**

53. CCGEN Holdings, LLC (the “CCGEN JV”), a Delaware limited liability company, is owned by Debtor GEN CCG JV Holdings LLC (the “Genesis CCGEN Member”), which holds 49% of the membership interests in the CCGEN JV, and CCGEN Holdings Member, LLC (the “Non-Genesis CCGEN Member”), which holds 51% of the membership interests in the CCGEN JV. Together, the CCGEN JV owns the real property interests in nine facilities in Pennsylvania and West Virginia, each of which is operated by the Company under a long-term master lease. The CCGEN JV is financed in part through a separate term loan and has approximately \$187.0 million in debt outstanding as of the Petition Date, which are not debt

obligations of the Debtors. Prior to the Petition Date, the Debtors sent a notice to the Non-Genesis CCGen Member electing to exercise a purchase option of the underlying facilities.

### **3. Seafire JV**

54. In September 2019, the Company, through its Debtor affiliate, GEN SF JV Holdings, LLC (the “Genesis Seafire Member”), acquired an approximate 30.5% stake in Seafire NEMA Investment, LLC (the “Seafire JV”). The Seafire JV is a partnership with Vantage Point Capital through its affiliate Seafire NEMA Holdings, LLC (the “Non-Genesis Seafire Member”), which holds an approximate 69.5% stake of the Seafire JV. Various subsidiaries of the Seafire JV own the real property of certain skilled nursing facilities, including approximately 12 facilities operated by the Company in Delaware, Maryland, New Hampshire, Pennsylvania, and West Virginia. The Seafire JV is financed in part through a separate term loan and a separate promissory note and has approximately \$246.9 million in debt outstanding as of the Petition Date, which are not debt obligations of the Debtors.

### **4. Bold Quail JV<sup>28</sup>**

55. In February 2020, the Company transitioned operational responsibility for 19 facilities in California, Washington, and Nevada to non-Debtor Bold Quail Holdings LLC and Bold Quail 4 LLC (together, “Bold Quail JV”), each a Delaware limited liability company. The Bold Quail JV is a 50/50 partnership between Debtor GEN BQ JV Holdings, LLC (the “Genesis Bold Quail Partner”) and New Generation Health, LLC (the “Non-Genesis Bold Quail Partner”). Unlike the NextGen JV, the CCGEN JV, and the Seafire JV, the Company does not operate the facilities under the Bold Quail JV; rather, the Bold Quail JV owns both the real property and operations of all of its facilities.

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<sup>28</sup> Bold Quail 2 LLC and Bold Quail 3 LLC are also joint ventures; however, no Genesis entities own membership interests in those joint ventures.

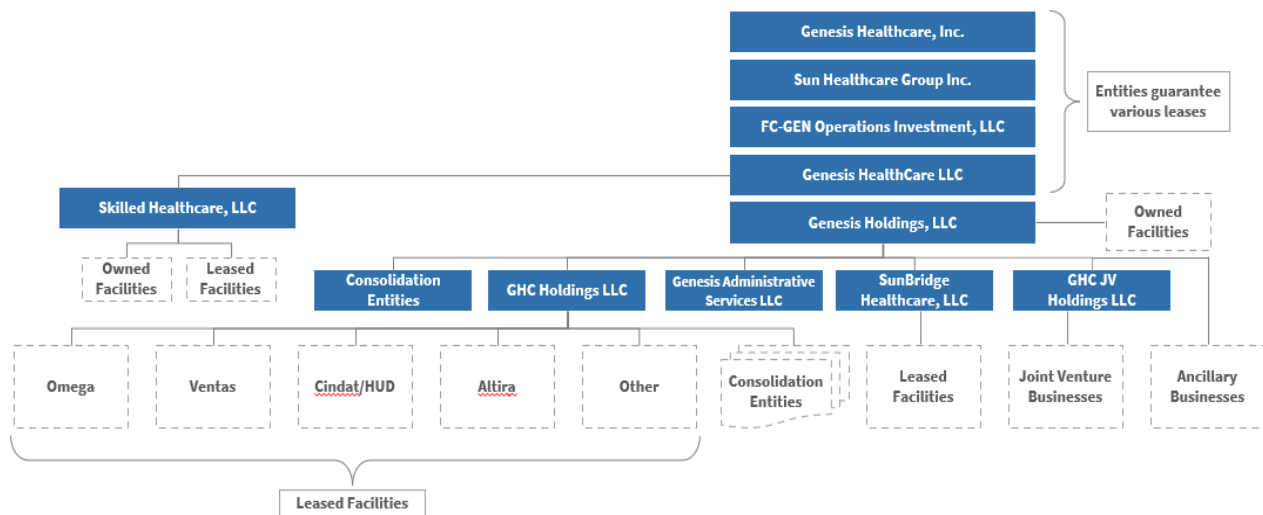
56. On February 28, 2025, the Non-Genesis Bold Quail Partner sent a letter notifying the Genesis Bold Quail Partner of its purported exercise of its call option under the Bold Quail JV operating agreements to acquire all of the Company's units in the Bold Quail JV. The Bold Quail JV operating agreements set forth a process to value the Company's units in the Bold Quail JV, which remains ongoing as of the Petition Date.

### **PART III: PREPETITION ORGANIZATIONAL AND CAPITAL STRUCTURE**

#### **A. Prepetition Organizational Structure**

##### **1. Overview**

57. The Chapter 11 Cases comprise 299 Debtor entities as reflected in the organizational chart attached hereto as **Exhibit C**. Together, the Debtors' organizational structure is typical of the skilled nursing industry. The non-Debtor entities reflected on the organizational chart attached hereto as **Exhibit C** fall into the following categories: (a) domestic and foreign inactive entities that are no longer used by the Company or are in the process of being dissolved; or (b) the JVs discussed above. For ease of reference, a simplified organizational chart is provided below:



## **2. Prepetition Corporate Consolidation**

58. As a result of the Company's recent Facility divestitures and asset sales discussed above, there are approximately 143 entities in the Company's corporate structure that are no longer active or operational, but still held significant legacy liabilities (collectively, the "Inactive Entities"). Given their status as borrowers and/or guarantors under the Debtors' prepetition secured debt, these Inactive Entities would have otherwise been debtor entities in these Chapter 11 Cases; however, in an effort to reduce administrative costs incurred throughout the Debtors' restructuring efforts, including filing fees, administrative fees, and professional fees associated with preparing an additional 140+ petitions, schedules of assets and liabilities and statements of financial affairs, and monthly operating reports for the Inactive Entities, the Company, prior to the Petition Date, merged the Inactive Entities into three Debtor entities: (a) GHC TX Operations LLC, (b) Genesis CT XCL Operations LLC, and (c) Genesis OMG Operations LLC (collectively, the "Consolidation Entities").<sup>29</sup> The full list of Inactive Entities is provided on **Exhibit D** attached and will also be available on the Debtors' restructuring website maintained by the Debtors' proposed claims and noticing agent. Any claims, liabilities, and rights associated with the Inactive Entities are being addressed in these Chapter 11 Cases because they were merged with the Consolidation Entities, each of which are Debtor entities.

### **B. Prepetition Capital Structure**

#### **1. Secured Debt Obligations**

59. As described and defined more fully below,<sup>30</sup> as of the Petition Date, all of the Debtors' assets are pledged to secure debts held by multiple parties, including: (a) affiliates of

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<sup>29</sup> Each of the Consolidation Entities are reflected in pink on the organizational chart attached hereto as **Exhibit A**.

<sup>30</sup> A more detailed description of the Debtors' prepetition debt structure is set forth in the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing*

White Oak Healthcare Finance, LLC under the White Oak Prepetition ABL Facilities (as defined below); (b) affiliates of Welltower and Omega Healthcare Investors, Inc. (both publicly traded real estate investment trusts) as well as other co-lenders under the Prepetition Term Loan Credit Facility (as defined below); (c) certain HUD lenders under HUD Operator Security Agreements (as defined below) to secure certain facilities encumbered by HUD loans; (d) the Rochester Manor HUD Lender (as defined below) under the Rochester Manor HUD Mortgage (as defined below); and (e) the Internal Revenue Service, who filed numerous tax liens against Company entities for outstanding deferred payroll tax claims. A summary of the Debtors' prepetition secured debt is as follows:

<b>Prepetition Secured Debt Obligations</b>			
<b>Secured Debt</b>	<b>Interest</b>	<b>Maturity Date</b>	<b>Estimated Amount Outstanding (\$ in millions)</b>
<b>White Oak Prepetition ABL Revolving Credit Facilities</b>			
<i><b>White Oak Prepetition Non-HUD ABL Credit Facility</b></i>			
White Oak Non-HUD Revolver	SOFR + 4.85%	3/9/27	\$223.6
<i><b>White Oak Prepetition HUD ABL Credit Facility</b></i>			
White Oak HUD Revolver	SOFR + 6.00%	3/9/27	\$55.7
<b>Prepetition Term Loan Credit Facility</b>			
<i><b>2016 Term Loan Credit Facility</b></i>			
Welltower Term Loan (\$120M)	14.0%	6/30/26	\$72.6
Omega Term Loan (\$120M)	14.0%	6/30/26	\$97.7
WAX Term Loan (\$120M)	14.0%	6/30/26	\$69.8
MAO Term Loan (\$120M)	14.0%	6/30/26	\$13.7
<i><b>2018 Term Loan Credit Facility</b></i>			
Welltower Term Loan (\$40M)	10.0%	6/30/26	\$39.9
Omega Term Loan (\$40M)	10.0%	6/30/26	\$23.1
MAO Term Loan (\$40M)	10.0%	6/30/26	\$1.0
<b>Other Secured Debt</b>			
HUD Operator Agreements	Various	Various	\$0.0
Rochester Manor – HUD Loan	2.99%	1/1/52	\$8.3
Internal Revenue Service	Statutory Rate	N/A	\$103.1
<b>Total Secured Liabilities</b>			<b>\$708.5</b>

and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling A Final Hearing, and (V) Granting Related Relief (the “DIP Motion”), filed contemporaneously herewith.

60. The lien priorities among the various secured lenders are largely governed by intercreditor and subordination agreements. In addition, within the Prepetition Term Loan Credit Facility, collateral is allocated pursuant to agreement among the various lenders. A simplified summary of the lien priorities is as follows:<sup>31</sup>

<ul style="list-style-type: none"> <li>The Company's ABL facilities hold a first lien ("1L") in the Company's cash, accounts receivable ("AR"), and accounts receivable-related intangible assets and a second lien ("2L") on the Company's IP, equipment, leased real estate ("RE") and general intangible assets.</li> <li>The Term Loan facilities (with certain exceptions related to HUD-related OpCos) hold a 1L position in substantially all other assets and a 2L in the ABL collateral.</li> <li>The IRS holds a settlement claim with a junior lien on substantially all assets of the Company's non-ancillary-service OpCo entities and certain ancillary services entities.</li> </ul>									
Collateral Overview									
		Non-HUD OpCos		HUD OpCos		Ancillary Services		HoldCo Entities	
Asset Description		• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, and general intangibles, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, and general intangibles, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, general intangibles, and subsidiary equity interests, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, general intangibles, and subsidiary equity interests, among others
Lien Priority	First	Non-HUD ABL	Term Loan	HUD-ABL	HUD	Non-HUD ABL	Term Loan	ABL	Term Loan
	Second	Term Loan	Non-HUD ABL	HUD	HUD-ABL	Term Loan	Non-HUD ABL	Term Loan	ABL
	Third	IRS	IRS	IRS	IRS	IRS	IRS		

#### a. White Oak Prepetition Non-HUD ABL Credit Facility

61. The Debtors have outstanding obligations under that certain Fifth Amended and Restated Credit Agreement, dated as of March 9, 2022 (as otherwise amended, supplemented, or otherwise modified from time to time, the "Prepetition Non-HUD ABL Credit Agreement," and together with any other documents executed and delivered in connection therewith, the "Prepetition Non-HUD ABL Documents"), by and among, Genesis Healthcare, Inc. ("Ultimate Parent"), Ultimate Parent's affiliates and subsidiaries party thereto as "Borrowers" (as defined therein) (collectively with Ultimate Parent, the "Prepetition Non-HUD ABL Borrowers"), the "Lenders" (as defined therein) from time-to-time party to the Prepetition Non-HUD ABL Credit

<sup>31</sup> The following depiction is provided for summary purposes only, but any lien priorities shall be governed solely by the rights and privileges afforded under relevant security agreements, intercreditor arrangements, the Bankruptcy Code, and other applicable law.

Agreement (the “Prepetition Non-HUD ABL Lenders”), and White Oak Healthcare Finance, LLC (“White Oak”), as “Administrative Agent” (as defined therein) for the Prepetition Non-HUD ABL Lenders (in such capacity, the “Prepetition Non-HUD ABL Agent,” and together with the Prepetition Non-HUD ABL Lenders, the “Prepetition Non-HUD ABL Secured Parties”) pursuant to which the Prepetition Non-HUD ABL Lenders provided a first lien asset-based lending credit facility to the Prepetition Non-HUD ABL Borrowers (the “White Oak Prepetition Non-HUD ABL Credit Facility,” and the loans provided thereunder, the “White Oak Prepetition Non-HUD ABL Loans”).

62. Under the Prepetition Non-HUD ABL Documents, the Prepetition Non-HUD ABL Borrowers granted to the Prepetition Non-HUD ABL Agent, for the benefit of itself and the Prepetition Non-HUD ABL Lenders, valid and properly perfected continuing liens on and security interests in (the “Prepetition Non-HUD ABL Liens”) all “Collateral” (as defined in the Prepetition Non-HUD ABL Credit Agreement) (the “Prepetition Non-HUD ABL Collateral”), which includes a first priority security interest in, and continuing lien on, the Prepetition Non-HUD ABL Borrowers’ cash and accounts receivable (the “Prepetition Non-HUD ABL Priority Collateral”).

63. As of the Petition Date, the Debtors were indebted and liable to the Prepetition Non-HUD ABL Secured Parties, in the aggregate amount of approximately \$223.6 million on account of the White Oak Prepetition Non-HUD ABL Loans outstanding under the Prepetition Non-HUD ABL Documents, plus all fees, charges and interests as provided in the Prepetition Non-HUD ABL Documents, (collectively, the “White Oak Prepetition Non-HUD ABL Obligations”).

**b. White Oak Prepetition HUD ABL Credit Facility**

64. The Debtors have outstanding obligations under that certain Third Amended and Restated Revolving Credit Agreement, dated as of March 6, 2020 (as otherwise amended,

supplemented, or otherwise modified from time to time, the “White Oak Prepetition HUD ABL Credit Agreement,” and together with any other documents executed and delivered in connection therewith, the “White Oak Prepetition HUD ABL Loan Documents”),<sup>32</sup> by and among, certain affiliates and subsidiaries of Ultimate Parent party thereto as “Borrowers” (collectively, the “Prepetition HUD ABL Borrowers”), the Prepetition HUD ABL Borrowers’ affiliates and subsidiaries party thereto as guarantors (the “HUD ABL Guarantors,” together with the Prepetition HUD ABL Borrowers, the “HUD ABL Loan Parties” and, together with the Prepetition Non-HUD ABL Borrowers, the “ABL Loan Parties”; the Prepetition HUD ABL Borrowers and the Prepetition Non-HUD ABL Borrowers are collectively referred to herein as the “Prepetition ABL Borrowers”), the “Lenders” (as defined therein) from time-to-time party to the Prepetition HUD ABL Credit Agreement (the “Prepetition HUD ABL Lenders” and, together with the Prepetition Non-HUD ABL Lenders, the “Prepetition ABL Lenders”), and White Oak as “Administrative Agent” (as defined therein) (successor-by-assignment to MidCap Funding IV Trust, a Delaware statutory trust) for the Prepetition HUD ABL Lenders (in such capacity, the “Prepetition HUD ABL Agent,” and together with the Prepetition HUD ABL Lenders, the “Prepetition HUD ABL Secured Parties”)<sup>33</sup> pursuant to which the Prepetition HUD ABL Lenders provided a first lien asset-based lending credit facility to the Prepetition HUD ABL Borrowers (the “White Oak

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<sup>32</sup> The White Oak Prepetition HUD ABL Credit Agreement and White Oak Prepetition Non-HUD ABL Credit Agreement are collectively referred to herein as the “Prepetition ABL Credit Agreements”, and the White Oak Prepetition HUD ABL Loan Documents and the White Oak Prepetition Non-HUD ABL Loan Documents are collectively referred to herein as the “White Oak Prepetition ABL Loan Documents”.

<sup>33</sup> The Prepetition HUD ABL Agent and Prepetition Non-HUD ABL Agent are collectively referred to herein as the “Prepetition ABL Agents”, and the Prepetition HUD ABL Secured Parties and the Prepetition Non-HUD ABL Secured Parties are collectively referred to herein as the “Prepetition ABL Secured Parties”.

Prepetition HUD ABL Credit Facility,” and the loans provided thereunder, the “White Oak Prepetition HUD ABL Loans”).<sup>34</sup>

65. Under the White Oak Prepetition HUD ABL Loan Documents, the Prepetition HUD ABL Borrowers and the other HUD ABL Loan Parties granted to the Prepetition HUD ABL Agent, for the benefit of itself and the Prepetition HUD ABL Lenders, valid and properly perfected continuing liens on and security interests in (the “Prepetition HUD ABL Liens” and, together with the Prepetition Non-HUD ABL Liens, the “Prepetition ABL Liens”) all “Collateral” (as defined in the Prepetition HUD ABL Credit Agreement) (the “Prepetition HUD ABL Collateral” and, together with the Prepetition Non-HUD ABL Collateral, the “Prepetition ABL Collateral”), which includes a first priority security interest in, and continuing lien on, the Prepetition HUD ABL Borrowers’ cash and accounts receivable (the “Prepetition HUD ABL Priority Collateral” and, together with the Prepetition Non-HUD ABL Priority Collateral, the “Prepetition ABL Priority Collateral”).

66. As of the Petition Date, the Debtors were indebted and liable to the Prepetition HUD ABL Secured Parties, in the aggregate amount of approximately \$55.7 million on account of the White Oak Prepetition HUD ABL Loans outstanding under the White Oak Prepetition HUD ABL Loan Documents, plus all fees, charges and interests as provided in the White Oak Prepetition HUD ABL Loan Documents, (collectively, the “Prepetition HUD ABL Obligations”).

**c. Prepetition Term Loan Credit Facility**

67. The Debtors have obligations under that certain Term Loan Agreement, dated as of July 29, 2016 (as otherwise amended, supplemented, or otherwise modified from time to time, the

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<sup>34</sup> The White Oak Prepetition HUD ABL Credit Facility and Prepetition Non-HUD ABL Credit Facility are collectively referred to herein as the “White Oak Prepetition ABL Credit Facilities”, and the White Oak Prepetition HUD ABL Loans and the White Oak Prepetition Non-HUD ABL Loans are collectively referred to herein as the “White Oak Prepetition ABL Loans”.

“Prepetition Term Loan Credit Agreement,” and together with any other documents executed and delivered in connection therewith, the “Prepetition Term Loan Documents”), by and among Ultimate Parent, certain affiliates and subsidiaries of Ultimate Parent party thereto as “Borrowers” (collectively, the “Prepetition Term Loan Borrowers”), certain affiliates and subsidiaries of Ultimate Parent party thereto as guarantors (together with Ultimate Parent, the “Prepetition Term Loan Guarantors,” together with the Prepetition Term Loan Borrowers, the “Prepetition Term Loan Obligors”), the “Lenders” (as defined therein) from time-to-time party to the Prepetition Term Loan Credit Agreement (the “Prepetition Term Loan Lenders”),<sup>35</sup> and Welltower OP LLC (formerly known as Welltower Inc.) as “Administrative Agent” (as defined therein) for the Prepetition Term Loan Lenders (in such capacity, the “Prepetition Term Loan Agent,” and together with the Prepetition Term Loan Lenders, the “Prepetition Term Loan Secured Parties”)<sup>36</sup> pursuant to which the Prepetition Term Loan Lenders provided a term loan credit facility to the Prepetition Term Loan Borrowers (the “Prepetition Term Loan Credit Facility,” and the loans provided thereunder, the “Prepetition Term Loans”).<sup>37</sup>

68. Under the Prepetition Term Loan Documents, the Prepetition Term Loan Borrowers and the other Prepetition Term Loan Obligors granted to the Prepetition Term Loan

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<sup>35</sup> The original Prepetition Term Loan Lenders include MarkGlen, LLC, an affiliate of Welltower (the “Welltower Prepetition Term Loan Lender”) and OHI Mezz Lender LLC, an affiliate of Omega Healthcare, Inc (“Omega”). As discussed herein, a portion of the Prepetition Term Loan Credit Facility held by the Welltower Prepetition Term Loan Lender was assumed and assigned to MAO and WAX (each as defined herein) on September 30, 2024.

<sup>36</sup> The Prepetition Term Loan Agent and Prepetition ABL Agents are collectively referred to herein as the “Prepetition Agents”, the Prepetition Term Loan Lenders and Prepetition ABL Lenders are collectively referred to herein as the “Prepetition Lenders” and the Prepetition ABL Secured Parties and the Prepetition Term Loan Secured Parties are collectively referred to herein as the “Prepetition Non-HUD Secured Parties”.

<sup>37</sup> The Prepetition Term Loan Credit Facility and White Oak Prepetition ABL Credit Facilities are collectively referred to herein as the “Prepetition Credit Facilities”, and the Prepetition Term Loans and the White Oak Prepetition ABL Loans are collectively referred to herein as the “Prepetition Non-HUD Loans”.

Agent, valid and properly perfected continuing liens on and security interests in (the “Prepetition Term Loan Liens”) all “Collateral” (as defined in the Prepetition Term Loan Credit Agreement) (the “Prepetition Term Loan Collateral”), which includes second priority valid and properly perfected continuing liens on and security interests in all Prepetition Non-HUD ABL Priority Collateral, and a first priority security interest in, and continuing lien on, all assets other than the Non-HUD ABL Priority Collateral (the “Prepetition Term Loan Priority Collateral”).

69. On September 30, 2024, the Welltower Prepetition Term Loan Lender executed two *Assignment and Assumption* agreements with MAO 22322 LLC (“MAO”) and WAX Dynasty Partners LLC (“WAX”), pursuant to which a portion of the Prepetition Term Loan Credit Facility held by the Welltower Prepetition Term Loan Lender was assumed and assigned.<sup>38</sup> In total, \$55,504,328.00 was assigned to WAX and \$13,275,000.00 was assigned to MAO and each received promissory notes from FC-GEN in corresponding amounts. The interests of WAX and MAO are subordinated to the interests of Welltower and Omega under the Prepetition Term Loans.

70. As of the Petition Date, the Debtors were indebted to the Prepetition Term Loan Secured Parties in the aggregate amount of approximately \$317.8 million on account of the Prepetition Term Loans outstanding under the Prepetition Term Loan Documents, plus all fees, charges and interests as provided in the Prepetition Term Loan Documents (collectively, the “Prepetition Term Loan Obligations”). Of that balance, approximately \$112.5 million is owed to the Welltower Prepetition Term Loan Lender, \$120.8 million is owed to Omega, \$14.7 million is owed to MAO, and \$69.8 million is owed to WAX.

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<sup>38</sup> WAX is an entity that shares common beneficial ownership with ReGen, which, as noted previously, holds convertible subordinated notes with the Company.

**d. Prepetition HUD Lender Obligations**

71. Certain Debtors operate Facilities (collectively, the “HUD Facilities”) which are encumbered by loans (the “HUD Property Loans”) provided by certain financial institutions (the “HUD Lenders”) and insured by the U.S. Department of Housing and Urban Development, acting by and through its Secretary and his or her successors, assigns or designates (“HUD”). In connection with the HUD Property Loans, such Debtors entered into certain Operator Security Agreement (each, a “HUD Operator Security Agreement”) with the applicable HUD Lender granting to such HUD Lender valid and properly perfected continuing liens on and security interests in (the “Prepetition HUD Lender Liens”) all “Collateral” (as defined in each HUD Operator Security Agreement) (the “Prepetition HUD Lender Collateral”) to secure, among other things, obligations owed to the HUD Lenders, including the HUD Property Loans (the “Prepetition HUD Lender Obligations”).

72. As of the Petition Date, the Debtors do not believe any amounts were due and owing to the Prepetition HUD Lenders.

**e. Rochester Manor HUD Mortgage**

73. Debtor 40 Whitehall Road Property LLC (the “Rochester Manor Borrower”) has outstanding obligations owed to Berkadia Commercial Mortgage LLC (the “Rochester Manor HUD Lender”) and, together with HUD, the “Rochester Manor HUD Secured Parties”) under that certain Healthcare Facility Note, dated as of December 1, 2016 (as otherwise amended, supplemented, or otherwise modified from time to time, the “Rochester Manor HUD Note,” and together with any other documents executed and delivered in connection therewith, the “Rochester Manor HUD Documents”), which is insured by HUD.

74. Under the Rochester Manor HUD Documents, the Rochester Manor Borrower granted to the Rochester Manor HUD Secured Parties valid and properly perfected continuing liens on and security interests in (the “Prepetition Rochester Manor HUD Liens”) substantially all of its asserts, including the Rochester Manor skilled nursing facility located in Strafford County, New Hampshire (the “Prepetition Rochester Manor HUD Collateral”).

75. As of the Petition Date, the Rochester Manor Borrower was indebted and liable to the Rochester Manor HUD Secured Parties in the aggregate amount of approximately \$8.3 million on account of the Rochester Manor HUD Note, plus all fees, charges, and interest as provided in the Rochester Manor HUD Documents (collectively, the “Prepetition Rochester Manor HUD Obligations”).

**f. IRS Secured Liens**

76. Sections 2302(a)(1)-(2) the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) allowed employers to defer, without penalty, the deposit and payment of the employer portion of Social Security taxes for the period beginning on March 27, 2020 until December 31, 2020.<sup>39</sup> Section 2302(d)(3) of the CARES Act required employers to pay 50% of the eligible deferred amount by December 31, 2021 and the remaining amount of the eligible deferred amount by December 31, 2022.<sup>40</sup>

77. As permitted by the CARES Act, the Company deferred its employer portion of payroll taxes for the period beginning March 27, 2020 until December 31, 2020 for approximately 312 of its subsidiaries. Such deferred amounts were due in part on December 31, 2021 and in full

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<sup>39</sup> See Pub. L. 116-136, 134 Stat. 281 §§ 2302(a)(1)-(2), (d)(2) (Mar. 27, 2020).

<sup>40</sup> See *id.*, § 2302(d)(3); see *Deferral of employment tax deposits and payments through December 31, 2020*, IRS FAQs #18, available at <https://www.irs.gov/newsroom/deferral-of-employment-tax-deposits-and-payments-through-december-31-2020#what-are-applicable-dates-by-which-deferred-deposits-employers-share-social-security-tax-must-be-deposited> (last accessed July 1, 2025).

on December 31, 2022. Given the Company's liquidity constraints in advance of the payment dates, the Company engaged with the IRS on a payment plan to pay the outstanding deferrals to the IRS, with penalties and interest.

78. Pursuant to certain Installment Agreements (Form 433-D) (the "Prepetition IRS Installment Agreements") executed by certain Debtors in July 2024 in favor of the Department of Treasury – Internal Revenue Service (the "IRS"), certain Debtors (the "Prepetition IRS Obligors") agreed to pay to the IRS certain amounts otherwise due and payable relating to such Prepetition IRS Obligors' portion of employer payroll taxes (the "Prepetition Deferred Payroll Taxes"). The Prepetition Deferred Payroll Taxes are secured by liens on substantially all assets of the Prepetition IRS Obligors, as exhibited by notices of federal tax lien filed prior to the Petition Date against such Prepetition IRS Obligors.

79. As of the Petition Date, the Debtors were indebted to the IRS, in the aggregate amount of approximately \$103.1 million on account of the Prepetition Deferred Payroll Taxes outstanding under the Prepetition IRS Installment Agreements, plus all fees, charges and interests as provided under applicable law (collectively, the "Prepetition IRS Tax Obligations").

## **2. Unsecured Debt Obligations**

80. In addition to the secured debt obligations described above, the Debtors have numerous unsecured debt obligations, which include, among other things, (a) unsecured notes held by MAO and WAX; (b) the ReGen Notes; (c) other vendor notes; (d) provider assessment claims; (e) other ordinary course accounts payable and accrued expenses; (f) litigation claims (including those subject to settlements, those currently in pending litigation), and exposure incurred but not yet reported; (g) workers' compensation claims and (i) accrued employee compensation (a portion

of which the Debtors expect to be paid pursuant to the First Day Pleadings). A summary of the Debtors' prepetition unsecured debt is as follows:

<b>Prepetition Unsecured Debt Obligations</b>			
<b>Unsecured Claims</b>	<b>Interest</b>	<b>Maturity Date</b>	<b>Estimated Amount Outstanding (\$ in millions)</b>
<b><i>MAO and WAX Unsecured Notes</i></b>			
Split Note (Consolidated A-1)	12.0%	12/31/26	\$26.5
Split Note (Consolidated A-2)	12.0%	12/31/26	\$144.3
A-2 Note	12.0%	12/31/26	\$175.3
<b><i>ReGen Notes</i></b>			
First ReGen Note (\$50M)	1.0%	3/2/26	\$50.0
Second ReGen Note (\$10M)	1.0%	12/2/27	\$10.0
Third ReGen Note (\$15M)	1.0%	1/4/28	\$15.0
Fourth ReGen Note (\$24.95M)	1.5%	1/4/28	\$36.2
<b><i>Other Unsecured Liabilities</i></b>			
LGO Note	10.0%	12/31/26	\$4.4
Medline Note	8.5%	12/31/26	\$15.0
HCSG Note	N/A	N/A	\$21.6
Provider Assessments Claims	N/A	N/A	\$74.5
Accounts Payable	N/A	N/A	\$339.4
Accrued Expenses	N/A	N/A	\$266.2
Litigation Claims (Estimated Exposure)	N/A	N/A	\$259.0
Workers' Compensation	N/A	N/A	\$28.5
Accrued Compensation	N/A	N/A	\$102.1
<b><i>Total Unsecured Liabilities</i></b>			<b>\$1,568.0</b>

**a. MAO and WAX Unsecured Notes**

81. On December 22, 2016, certain Debtor entities and Welltower OP, LLC, an affiliate of Welltower, entered into various loan agreements secured at the time by real estate assets that are no longer owned by the Company. In September 2024, pursuant to a Note Splitter Agreement, Welltower assigned its interests in approximately \$320 million of these amounts to MAO and the remaining approximately \$26.5 million to WAX. As of the Petition Date, approximately \$346 million is due and owing under these agreements. These loans accrue interest at 12.0% per annum (all such interest is paid-in-kind).

**b. ReGen Notes**

82. As previewed in **Part I.D** hereof, the Company, through FC-GEN, is party to four subordinated convertible notes issued to ReGen. As discussed above, on March 2, 2021, in connection with the Company's entry into the Investment Agreement, the Company issued the first of these subordinated convertible promissory notes to ReGen, which matures on March 2, 2026, bears interest at 1.0% per annum (payable at maturity), and is convertible into baskets of securities (collectively, the "Conversion Baskets"), each comprised of one Class A common unit of FC-GEN and one Class C common stock of Genesis, subject to adjustment. On December 2, 2022, the Company, through FC-GEN, issued a \$10.0 million convertible promissory note to ReGen, which matures on December 2, 2027 and bears interest at 1.0% per annum (payable at maturity). On January 4, 2023, the Company, through FC-GEN issued a \$15.0 million convertible promissory note to ReGen, which matures on January 4, 2028 and bears interest at 1.0% per annum (payable at maturity). Finally, on May 24, 2023, the Company and ReGen entered into that certain *Note Purchase Agreement* (the "Note Purchase Agreement") pursuant to which ReGen funded an additional \$25 million in exchange for a convertible subordinated note with FC-GEN. Pursuant to the Note Purchase Agreement, ReGen was permitted to appoint an additional member to the Board, meaning that ReGen currently has the right to appoint three members of the Board. The Fourth ReGen Note matures on January 4, 2028 and bears interest at 1.5% per month, paid-in-kind.

**c. Accounts Payable and Accrued Expenses**

83. The Debtors are liable to certain of their vendors for various accounts payable and accrued expenses incurred in the ordinary course of business. As of the Petition Date, the outstanding balance owed by the Debtors in unpaid trade and vendor obligations is approximately

\$339.4 million. Additionally, the Debtors have approximately \$266.2 million in accrued expenses as of the Petition Date.

**d. Litigation Claims**

84. In the ordinary course of business, the Company receives notices of intent to sue and complaints filed in state court for both general and professional liabilities (collectively, the “Litigation Claims”), including alleged medical-malpractice, wrongful-death, or other tort causes of action. Particularly in those states with limited or no tort reform where the Company currently has, or previously had, a large presence — such as New Mexico, Kentucky, West Virginia, and others — the constant strain of defending litigation poses substantial threats to the Company’s ability to continue caring for their residents and patients. Many of these claims predate the COVID-19 pandemic and relate to facilities that are no longer operated by the Company, and yet, prior to the Petition Date, the Debtors spend upwards of **\$8 million per month** to settle and defend these claims, funds that could otherwise be used for direct resident care or capital expenditures at the Facilities.

85. In most instances, the Company funds Litigation Claims through operating cash flow. Estimated losses from asserted and incurred claims but not reported exposure are based on actuarial estimates of the ultimate costs of the claims, which include costs associated with litigating and settling claims, and the relationship of past reported incidents to eventual claim payments. Indeed, in many instances, the Company settles Litigation Claims and agrees to pay set amounts to plaintiffs over time in exchange for their execution of a general release. The settlements are unsecured obligations and many of the settlement payments are not owed or payable to plaintiffs until months or years after the settlement is reached. As of the Petition Date, the Debtors’

outstanding Litigation Claims estimated reserve, including unpaid settlement amounts, is approximately \$259.0 million.

**e. Workers' Compensation**

86. The Company was historically self-insured for workers' compensation claims. Estimated losses from asserted and incurred claims but not reported exposure are based on the Company's estimates of the ultimate costs of the claims, which include costs associated with litigating and settling claims, and the relationship of past reported incidents to eventual claim payments.

87. On July 23, 2024, the Company executed a closeout agreement to settle outstanding workers' compensation claims for policy years 2003 through 2023. The Company held letters of credit totaling \$98.7 million in favor of insurers, including AIG and CNA. Restricted cash and cash equivalents of \$103.9 million were pledged as security for these letters of credit. AIG received \$89.0 million as a closeout premium to assume all claim obligations, meaning that the related workers' compensation claims are now the responsibility of AIG, rather than the Company. The remaining cash balance of \$14.9 million was made available to the Company as unrestricted cash.

88. Following the closeout in 2024, CNA took over the Company's workers' compensation program and, in connection therewith, the Company issued two letters of credit to CNA through 1970 Group, Inc., one for \$10.0 million and one for \$7.5 million. The Company also maintains a restricted account at Truist Bank (the "WC Account") in connection with the CNA workers' compensation program for the benefit of CNA and utilized for payment of workers' compensation claims. The Company employs Sedgwick as its third-party administrator with respect to the CNA workers' compensation program. As of the Petition Date, the balance of the

WC Account is approximately \$28.5 million. During the Chapter 11 Cases, the Debtors intend to pay all premiums and related costs associated with the administration of their current workers' compensation programs for the benefit of their current employees in the ordinary course of business and seek limited relief from the automatic stay for legacy workers' compensation insurers to fund legacy workers' compensation claims through existing workers' compensation collateral.

### **3. Equity**

89. Genesis Healthcare, Inc.'s charter authorizes the issuance of 1,000,000,000 shares of Class A common stock, par value \$0.001 per share, 20,000,000 shares of Class B common stock, par value \$0.001 per share, and 150,000,000 shares of Class C common stock, par value \$0.001 per share. As noted earlier, in March 2021, in connection with the ReGen Investment, Genesis Healthcare voluntarily delisted its common stock from NYSE, but the Genesis Healthcare, Inc.'s stock continues to be traded over-the-counter on the pink-sheet market.

## **PART IV: EVENTS LEADING UP TO THE CHAPTER 11 CASES**

### **A. Industry Headwinds and Sustained Liquidity Challenges**

90. As noted herein, the Company's liquidity challenges are not new or idiosyncratic. As part of the Company's continuing growth — both organically and through acquisitions — the Company transformed into a multi-billion-dollar operation with over 500 facilities in 34 states at its peak. With those acquisitions, however, came a complex web of legacy liabilities and operational challenges that accumulated over time.

91. Further, the COVID-19 pandemic and its resulting after-effects irrevocably changed the Company and the industry in ways that are still prevalent today. Immediately from the outset of the pandemic, there was a stark contrast between the country's unified efforts to hail hospital and frontline workers but villainize nursing home operators as outbreaks spread among

elderly residents and employees in tight quarters. There is no question that this public perception of the senior care industry began to play out in the minds of senior citizens (and their families) faced with determining whether nursing home care was the appropriate choice based on the individual's healthcare needs.

92. More broadly, the COVID-19 pandemic substantially impacted the Company's business and operations for several reasons. *First*, the pandemic and inflationary after-effects led to higher operating costs in all areas, meaning that the Company faced rising costs for labor, supplies, personal protective equipment, and other needed supplies to care for their patients and residents. In particular, the Company and other operators in the skilled nursing industry were heavily reliant on staffing agencies, which substantially increased the cost of its already most significant expense – labor. *Second*, the pandemic also disrupted the Company's operations in significant ways. By way of example, elective procedures at neighboring hospitals were postponed, which meant fewer referrals to the Company's facilities; certain facilities were required to create dedicated "COVID wings" in order to care for those patients and residents who tested positive for the virus; and family visitation was restricted, which limited the ability of the residents to connect with family and friends in a way that is often one of the potential benefits offered to nursing home care. And *finally*, even while the federal government and certain state governments provided some additional funding to the Company, that funding was insufficient to pay the substantially higher costs and impact on demand posed by the pandemic.

93. In addition, pre-dating COVID and continuing today, the Company struggles with insufficient state Medicaid reimbursement rates which are well-known in the industry to fall short in covering reasonable operating costs. In particular, insufficient reimbursement rates in the Commonwealth of Pennsylvania and the State of New Jersey have been a notable contributor to

the Debtors' financial struggles. Pennsylvania utilizes a system referred to as the Budget Adjustment Factor, which systemically under-reimburses SNF providers throughout the state. Additionally, New Jersey has no formal rate-setting methodology, and resorts to a political rate-setting process subject to the ebbs and flows of the state budget in any given year.

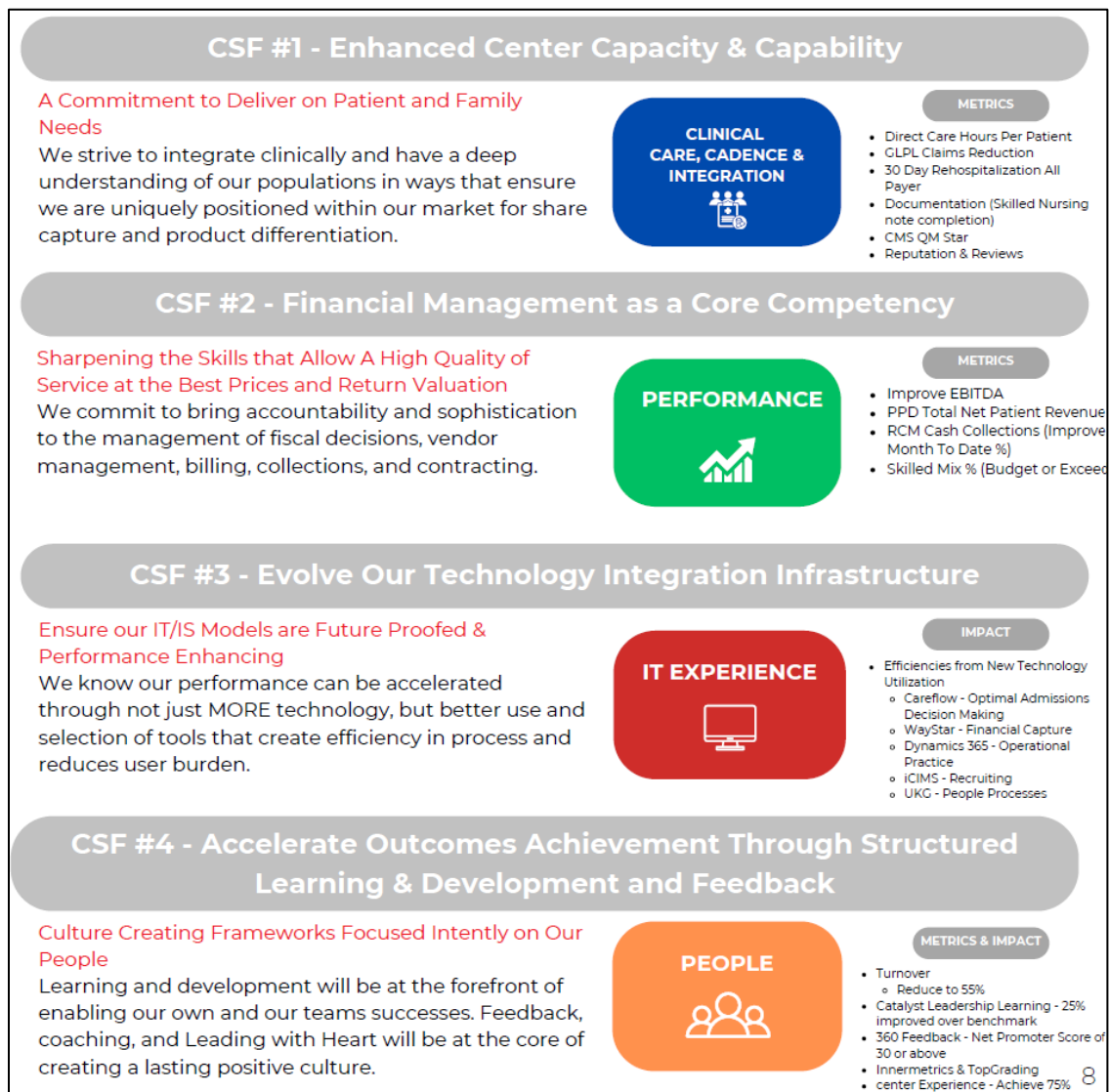
94. Indeed, as a result of these and other factors, the Company prepared for a bankruptcy filing in late 2020 and early 2021. ReGen's initial investment allowed the Company to defer that path to determine whether the effects of the COVID-19 pandemic would be able to be resolved. Unfortunately, despite some industry experts' view at the time that widespread use of COVID-19 vaccinations would provide an immediate rebound to the industry, that view proved to be incorrect. All told, while ReGen's cumulative investment of approximately \$100 million (over approximately two years) allowed the Company to avoid bankruptcy and provided a liquidity runway to a business struggling with legacy liabilities and other business challenges, it was unfortunately insufficient to allow the Company to fully transform its business model and achieve long-term viability. As a result, the Company took other liquidity-generating measures, including selling assets, deferring payment of trade obligations and other liabilities, reducing payroll obligations, divesting unprofitable facilities, and seeking additional funding from external sources. Although some of these efforts were successful, collectively, the Company was unable to achieve a viable long-term solution, which would have resolved the Company's significant legacy liabilities.

#### **B. Operational and EBITDA Turnaround**

95. As the Company was preparing for a potential bankruptcy in late 2020 and early 2021 prior to the ReGen investment, the Company's footprint comprised nearly 300 facilities with approximately 90% of those facilities leased from 13 landlords. At that time, virtually all of the

Company's lease portfolios were cash-flow negative after rent and capital expenditure needs. In the aggregate, the Company's business generated approximately \$119.2 million and \$166.3 million in **negative free cash flow in 2021 and 2022**, respectively. Shortly following the initial ReGen investment, the Company replaced much of its existing management with a new team that focused its efforts on an operational turnaround of the Company's business.

96. Over the past several years, the current management team has focused on a number of key performance improvement initiatives (denoted "**Critical Success Factors**" in the depiction below) to help stabilize Genesis.



97. In addition to these efforts, the Company's new management team focused on driving efficiency through, among other things, (a) improving revenue cycle management functions; (b) increasing efforts to reduce exposure to tort, employment and workers' compensation claims on a go-forward basis; (c) building relationships with key policymakers and regulatory agencies; (d) improving skilled mix; (e) driving occupancy and census; (f) optimizing vendor partnerships through collaboration and stewardship to reduce market reliance and risk; (g) employing necessary reductions in force to streamline and focus support to the market level; and (h) strengthening the Company's employer brand to drive employee referrals and recruitment efforts. These efforts were undertaken in conjunction with a tailored and dedicated effort to identify low-performing facilities and divest operations while, at the same time, retaining key lease portfolios and facilities that drive long-term success. As part of these optimization efforts, the Company has reduced its operational footprint from nearly 300 facilities at the time of the initial ReGen investment in 2021 to approximately 175 Facilities as of the Petition Date.

98. The management team's focus on the operational turnaround has borne significant fruit. With only minor exceptions, the primary lease portfolios are generating positive EBITDA (as compared to virtually all of them being negative EBITDA at the time of the initial ReGen investment).<sup>41</sup> Nevertheless, the Company's liquidity profile has worsened, as available cash flow is quickly depleted by, among other things, cash interest (approximately \$50 million annually), necessary capital expenditures (approximately \$20 million annually), Litigation Claim settlements and defense costs (nearly \$100 million annually), IRS installment payments (approximately \$20 million annually), and repayments to Change Healthcare on account of advances they made to the

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<sup>41</sup> The Company expects to exit certain Facilities in the early stages of these Chapter 11 Cases through lease rejection motions but does not intend to exit a material number of Facilities now that the lease composition has substantially improved and stabilized.

Company following a cyber security attack in February 2024 (approximately \$23 million annually).

99. In addition, the Company's liquidity is further hampered by borrowing availability under the White Oak Prepetition ABL Credit Facilities. Over the past couple of years, the Company's borrowing base has contracted due to, among other things, divestiture of facilities and adjustments to revenue and liquidity factors used to calculate borrowing availability. These constraints have made it even more challenging for the Company to manage operations and finance outstanding liabilities. Importantly, the proposed DIP financing described below does not seek to prime the White Oak Prepetition ABL Credit Facilities, but through the use of cash collateral, will ensure that the Company maintains sufficient liquidity to administer these Chapter 11 Cases.

**C. Prepetition Initiatives and Forging a Path Forward**

100. In the months prior to the Petition Date, the Company engaged constructively with the lenders under the Prepetition Term Loans to explore potential restructuring scenarios. During this time, the Company continued to explore various out-of-court restructuring options, including a proposed capital infusion led by certain legacy FC-GEN members. While it became clear that an out-of-court transaction would not provide a sustainable solution, and therefore did not come to fruition, the Company's options further narrowed when rumors began circulating about a potential chapter 11 filing in May 2025. As litigation plaintiffs began commencing collection actions in state court and certain of the Company's largest trade vendors sought immediate payment and tightened credit terms, it became clear to the Company that, in order to preserve its ability to continue caring for its patients and residents, a chapter 11 process was unavoidable.

101. The Company enters chapter 11 with committed DIP financing and agreement among its key stakeholders for an efficient chapter 11 process with a clear exit.

**1. The Sale Process and Stalking Horse Agreement**

102. With the advice of their restructuring professionals, the Debtors came to the decision to pursue a marketing and sale process for all or substantially all of their assets under Bankruptcy Code section 363. In the coming days, the Debtors intend to file a motion seeking approval of bid procedures (the “Bid Procedures Motion”), which I believe will propose a reasonable and appropriate timeline for the Debtors’ postpetition marketing and sale process.

103. In the weeks and months prior to the Petition Date, the Company engaged directly with affiliates of ReGen—with the support of the Prepetition Term Loan Lenders—on potential sale transaction structures and ultimately agreed on the current structure embodied in the binding Stalking Horse Term Sheet, pursuant to which CPE 88988 LLC (the “Stalking Horse Bidder”) would be the purchaser of substantially all of the Debtors’ assets (subject to higher and better bids). The Debtors believe that the selection of the Stalking Horse Bid will lead to a more efficient and cost-effective marketing process during the Chapter 11 Cases.

104. As will be further described in the Bid Procedures Motion, prior to the Petition Date, Jefferies prepared a confidential information memorandum and other marketing materials, established a virtual data room, and prepared a form non-disclosure agreement to be ready to promptly commence the postpetition marketing of the Debtors’ assets immediately, while the Debtors seek approval of their proposed bid procedures in parallel.

105. I believe that the Stalking Horse Bid, if approved by the Court, will provide the Company with the ability to maximize the value of all of their principal assets and provides a pathway for general unsecured creditor recoveries that would otherwise likely be unachievable, all of which would be subject to a competitive marketing and sale process to elicit higher or otherwise better bids.

## **2. DIP Negotiations**

106. When it became clear that a chapter 11 filing would likely be necessary and in the best interests of the Debtors and their stakeholders, the Debtors' focus turned to ensuring that they could obtain necessary DIP financing to fund the process. I have worked closely with the Debtors and their advisors to evaluate the Debtors' cash flow forecasts for the Company. Based on management's forecasts and Ankura's evaluation of the Debtors' cash needs during the Chapter 11 Cases, the Debtors determined that they would require access to use of cash collateral and postpetition DIP funding of approximately \$30 million to provide sufficient liquidity to administer the Debtors' estates, including to fund payroll for the Debtors' employees, pay vendors, and make other payments that are essential or appropriate for the continued operation of the Debtors' businesses. I believe that the Debtors' ability to continue making such payments during the Chapter 11 Cases is essential to the Debtors' continued operation and the preservation of their asserts during the pendency of the Chapter 11 Cases.

107. Given the fact that substantially all of the Debtors' assets are encumbered with prepetition liens, the Debtors' existing secured lenders were a natural source to first approach for such financing. As a result, the Debtors approached the Prepetition Term Loan Lenders (collectively, the "DIP Lenders") to request potential debtor-in-possession financing and these parties began negotiating potential DIP financing structures. In the exercise of their sound business judgment, the Debtors negotiated extensively with the DIP Lenders for access to critical and necessary financing.

108. Recognizing that failure to secure post-petition financing could jeopardize patient and resident care and/or result in the transfer of these facilities (which, by itself, would not address any of the existing liabilities), these parties ultimately agreed to provide funds necessary to finance

the Chapter 11 Cases and continue to prioritize patient and resident care in the form of a \$30 million **junior** debtor-in-possession financing facility (the “DIP Facility”). Contemporaneous with these discussions, Jefferies also began soliciting potential alternative DIP financing options and, as set forth in the declaration in support of the DIP Facility filed contemporaneously herewith, I understand that no lender was willing to provide financing to the Debtors on a junior basis and on superior terms to those proposed in connection with the DIP Facility.

109. Key milestones contemplated by the DIP Facility for the chapter 11 and sale process include, among others:

DIP Milestones	
Entry of Final DIP Order	35 Days After Petition Date
Entry of Bidding Procedures Order	35 Days After Petition Date
Entry of Order Rejecting Certain Leases	40 Days After Petition Date
Auction Date	95 Days After Petition Date
Entry of Sale Order	100 Days After Petition Date
Consummation of Sale	210 Days After Petition Date

110. I understand that the proposed DIP Facility allows the Debtors to avoid the need to engage in a costly and time-consuming priming fight at the outset of the Chapter 11 Cases and provided the Debtors with a clear source of financing to administer these cases. In sum, I believe that entry into the DIP Facility will provide comfort to the Debtors’ employees, residents, vendors, and suppliers that the Debtors will be able to continue to meet their commitments during the Chapter 11 Cases, and will enable the Debtors to pursue their restructuring goals in a manner that maximizes the value of the Debtors’ estates and prioritizes the health and safety of their patients and residents.

111. The Debtors intend to move through these Chapter 11 Cases in an efficient manner, recognizing that operating skilled nursing and assisted living facilities inside of chapter 11 for an extended period comes with its own inherent difficulties. However, with the critical support and

funding of the DIP Facility by the DIP Lenders, as well as the support of other key stakeholders, the Debtors believe that proceeding in this manner will maximize the value of the Debtors' estates and allow them to continue to prioritize quality care across their remaining businesses.

### **3. Prepetition Investigation and Enhanced Corporate Governance**

112. Facing the prospect of a chapter 11 restructuring process, the Company initiated a proactive independent investigation of potential claims and causes of action that might be asserted by the Company against certain related parties arising from various prepetition transactions, including, among other things, potential avoidance actions under the Bankruptcy Code (the "Investigation"). Upon his retention by the Company on March 25, 2025, Mr. Jonathan Foster—who has more than 30 years of relevant experience and has served on more than 50 boards—with the assistance of independent special counsel (Katten), immediately initiated the Investigation. On May 16, 2025, Ms. Elizabeth LaPuma—an experienced fiduciary with more than 20 years of experience as a restructuring professional—was retained by the Company and immediately joined the Investigation, with Katten serving as counsel to the Company at the sole direction of Mr. Foster and Ms. LaPuma. The scope and extent of the prepetition Investigation was comprehensive.<sup>42</sup>

113. Further, Mr. Foster and Ms. LaPuma, with the assistance of Katten, engaged in robust, arm's-length negotiations with the Stalking Horse Bidder to reach the agreements subsumed within the Stalking Horse Term Sheet, which includes the purchase or release of claims and causes of action held by the Debtors against the Purchaser's related parties. Among other things, the arm's-length, independent negotiation ensured that the Debtors would obtain a smooth

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<sup>42</sup> While the Investigation remains open to address any issues during these Chapter 11 Cases, the Debtors underscore the extensive pre-petition efforts over more than three months by Mr. Foster and Ms. LaPuma, with the assistance of Katten, to thoroughly review and investigate the potential causes of action, which ultimately informed the negotiations of the DIP Financing and the Stalking Horse Term Sheet that underpin the Debtors' overall restructuring.

entrance into these Chapter 11 Cases, with committed DIP financing, and a pathway to maximize recoveries to creditors, subject to a competitive marketing and sale process to solicit higher or otherwise better bids.

114. On July 9, 2025, in order to further strengthen their corporate governance, the Company appointed three experienced independent fiduciaries to the Board, which included Mr. Foster and Ms. LaPuma. In addition, the Company also appointed Mr. William K. Snyder as independent director, who has more than 40 years of experience in the restructuring field. In addition, the Company reviewed its existing corporate governance infrastructure and determined that it was in the best interests of the Company and its stakeholders to establish two separate special committees of the Board among these three independent directors. First, the Board delegated to the Special Investigation Committee—comprised of Mr. Foster and Ms. LaPuma—certain rights, authority, and powers in connection with, among other things, valuing the proposed causes of action proposed to be sold to the Stalking Horse Bidder and evaluating the forms of consideration provided by the Stalking Horse Bidder in exchange for such causes of action. Second, the Board delegated to the Special Restructuring Committee—comprised of Mr. Foster, Ms. LaPuma, and Mr. Snyder—along with the Co-CROs as non-voting advisory members, certain rights, authority, and powers in connection with, among other things, any matter relating to the sale process or the restructuring process involving the Company and any of its related parties.

115. Taken together, the Debtors' corporate governance safeguards—along with the substantial pre-petition efforts to arrive in chapter 11 with a Stalking Horse Bid with a goal to obtain and preserve recoveries to unsecured creditors—should provide the Court and all parties-in-interest with comfort and security that the Debtors' goals of maximizing estate value through an efficient but effective sale process can be readily achieved.

**PART V:**  
**FIRST DAY PLEADINGS**

116. To minimize the possible adverse effects on the Company's business, the Debtors have filed various First Day Pleadings to allow the Debtors to meet necessary obligations and fulfill their duties as debtors-in-possession for the purposes of preserving value for all of the Debtors' stakeholders. I am familiar with the contents of each First Day Pleading and believe that the relief sought therein (a) is necessary to enable the Debtors to operate during the pendency of the Chapter 11 Cases with minimal disruption or loss of productivity and value; and (b) is in the best interests of the Debtors' estates, members, and creditors. The facts set forth in each First Day Pleading are incorporated herein by reference.

117. The First Day Pleadings that are sought to be heard at the first day hearing include:

- (a) Notice of Designation of Complex Chapter 11 Bankruptcy Case [Docket No. 2];
- (a) Debtors' Emergency Motion for Entry of an Order (I) Directing the Joint Administration of the Debtors' Chapter 11 Cases and (II) Granting Related Relief [Docket No. 3];
- (b) Debtors' Emergency Motion for Entry of Order (I) Authorizing the Debtors to (A) File (1) a Consolidated Creditor Matrix, (2) a Consolidated List of Their 30 Largest Unsecured Creditors, and (3) Two Consolidated Monthly Operating Reports, (B) Redact Certain Personally Identifiable Information for Individual Creditors, and (C) Implement Procedures to Protect Confidential Resident and Patient Information; (II) Establishing a Complex Service List; (III) Approving the Form and Manner of Notifying Creditors of Commencement of These Chapter 11 Cases; and (IV) Granting Related Relief [Docket No. 4];
- (c) Debtors' Emergency Application for Entry of Order Authorizing the Retention and Employment of Epiq Corporate Restructuring, LLC as Claims, Noticing, Solicitation, and Administrative Agent Effective as of the Petition Date [Docket No. 5]
- (d) Debtors' Emergency Motion for Entry of Order (I) Extending Time to File (A) Schedules of Assets and Liabilities and Statements of Financial Affairs and (B) 2015.3 Reports and (II) Granting Related Relief [Docket No. 6];

- (e) Debtors' Emergency Motion for Entry of Order Authorizing Debtors to (I) Maintain Existing Insurance Policies, Surety Bonds, and Letters of Credit and Pay All Obligations Arising Thereunder; (II) Renew, Revise, Extend, Supplement, Change, or Enter into New Insurance Policies, Surety Bonds, and Letters of Credit; and (III) Granting Related Relief [Docket No. 7];
- (f) Debtors' Emergency Motion for Entry of Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service; and (IV) Granting Related Relief [Docket No. 8];
- (g) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Taxes, Fees, and Related Obligations and (II) Granting Related Relief [Docket No. 9];
- (h) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Compensation, and Employee Benefits and (B) Continue Certain Employee Benefit Programs in the Ordinary Course, and (II) Granting Related Relief [Docket No. 10];
- (i) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Existing Cash Management System, (B) Maintain Existing Bank Accounts and Business Forms and Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Maintain Purchasing Card Programs and Honor Prepetition Obligations Related Thereto, and (D) Continue to Perform Intercompany Transactions; (II) Extending the Time for the Debtors to Comply with 11 U.S.C. § 345(b) Deposit and Investment Requirements; and (III) Granting Related Relief [Docket No. 11];
- (j) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Payment of Prepetition Obligations Owed to Resident Care Vendors and (II) Granting Related Relief [Docket No. 12];
- (k) Debtors' Emergency Motion for Entry of Order (I) Authorizing the Debtors to (A) Maintain, Administer, and Modify Their Refund Programs and Practices and (B) Honor Prepetition Obligations Related Thereto; and (II) Granting Related Relief [Docket No. 13];
- (l) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Honor and Incur Obligations to Professional Corporations and (B) Obtain New Professional Corporations Contracts, (II) Extending the Automatic Stay to Certain Non-Debtors, and (III) Granting Related Relief [Docket No. 14];

- (m) Debtors' Emergency Motion for Entry of Order (I) Restating and Enforcing the Automatic Stay, (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief [Docket No. 15];
- (n) Debtors' Emergency Motion for Entry of Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Real Property Leases and (B) Abandon Certain Personal Property, Effective as of the Petition Date, and (II) Granting Related Relief [Docket No. 16]; and
- (o) Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 17].

118. I have reviewed each of the First Day Pleadings (including the exhibits and schedules attached thereto) listed above and, to the best of my knowledge, I believe the facts set forth in the First Day Pleadings are true and correct. If I were called upon to testify, I could and would, based on the foregoing, testify competently to the facts set forth in each of the First Day Pleadings.

119. Further, based on my personal knowledge, information supplied to me by other members of the Debtors' management, my review of relevant documents, and my opinion based on my experience, discussions with the Debtors' advisors, and knowledge of the Debtors' operations and financial condition, I believe the relief sought in the First Day Pleadings is necessary for the Debtors to effectuate a smooth transition into chapter 11 and to avoid irreparable harm to their businesses and estates during the pendency of the Chapter 11 Cases, and is in the best interests of the Debtors' patients, residents, creditors, estates, and other stakeholders.

120. Accordingly, for the reasons stated herein and in each of the First Day Pleadings, I believe that the relief sought in the First Day Pleadings should be granted by the Court in its

entirety, together with such other and further relief for the Debtors as this Court deems just and proper, in the most expeditious manner possible.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: July 10, 2025

By: /s/ Louis E. Robichaux IV  
Name: Louis E. Robichaux IV  
Title: Co-Chief Restructuring Officer  
Genesis Healthcare, Inc.

**EXHIBIT A**

**List of Debtors**

<b>Debtor Name</b>	<b>EIN Number</b>
Genesis Healthcare, Inc.	20-3934755
1 Glen Hill Road Operations LLC	83-3800183
1 Sutphin Drive Operations LLC	26-0798393
10 Woodland Drive Operations LLC	26-3157524
100 Abbeyville Road Operations LLC	88-4293103
100 Chambers Street Operations LLC	26-0796788
100 W. Queen Street Operations LLC	92-1075272
105 Chester Road Operations LLC	37-1787889
1000 Lincoln Drive Operations LLC	26-0798815
1008 Thompson Street Operations LLC	92-1055669
101 13th Street Operations LLC	26-0798876
101 Development Group, LLC	26-3764579
1020 South Main Street Operations LLC	26-0831465
106 Tyree Street Operations LLC	26-0798930
1070 Stouffer Avenue Operations LLC	92-1055714
11 Dairy Lane Operations LLC	26-0797280
1100 Norman Eskridge Highway Operations LLC	26-0789197
1104 Welsh Road Operations LLC	26-0831607
1105 Perry Highway Operations LLC	92-1060178
113 W. McMurray Road Operations LLC	92-1040208
115 S. Providence Road Operations LLC	92-1149731
12-15 Saddle River Road Operations LLC	26-0858429
1245 Church Road Operations LLC	26-0832125
1248 Hospital Drive Operations LLC	36-4813989
125 Holly Road Operations LLC	26-0833210
128 East State Street Associates, LLC	20-5229040
136 Donahoe Manor Road Operations LLC	92-1085905
1361 Route 72 West Operations LLC	26-0858998
1539 Country Club Road Operations LLC	26-1446436
1543 Country Club Road Manor Operations LLC	26-1446339
161 Bakers Ridge Road Operations LLC	26-0798986
1631 Ritter Drive Operations LLC	26-0799048
1650 Galisteo Street Operations LLC	38-4089170
1680 Spring Creek Road Operations LLC	26-0834593
1700 Market Street Operations LLC	88-4312980
1700 Pine Street Operations LLC	26-0837632
175 Blueberry Lane Operations LLC	26-0902592
1770 Barley Road Operations LLC	92-1100285
1848 Greentree Road Operations LLC	92-1100372
191 Hackett Hill Road Operations LLC	61-1745358

Debtor Name	EIN Number
2 Blackberry Lane Operations LLC	37-1787899
20 Maitland Street Operations LLC	26-0902639
200 Pauline Drive Operations LLC	92-1085955
200 Reynolds Avenue Operations LLC	26-0865155
200 South Ritchie Avenue Operations LLC	26-0802292
201 Wood Street Operations LLC	26-0802570
2021 Westgate Drive Operations LLC	92-1071278
2029 Westgate Drive Operations LLC	92-1071366
2101 Fairland Road Operations LLC	27-3286015
211-213 Ana Drive Operations LLC	32-0445595
2125 Elizabeth Avenue Operations LLC	88-4303273
22 Tuck Road Operations LLC	26-3157262
225 Evergreen Road Operations LLC	26-0837946
227 Evergreen Road Operations LLC	26-0838035
23 Fair Street Operations LLC	38-3974821
23 Fair Street Property, LLC	37-1790621
24 Old Etna Road Operations LLC	26-0902883
2400 Kingston Court Operations LLC	88-4314431
25 East Lindsley Road Operations LLC	26-0865287
25 Ridgewood Road Operations LLC	26-0902937
2507 Chestnut Street Operations LLC	26-0838130
2600 Northampton Street Operations LLC	92-1075101
262 Toll Gate Road Operations LLC	26-0838226
2720 Charles Town Road Operations LLC	26-0802645
279 Cabot Street Operations LLC	32-0473527
279 Cabot Street Property LLC	38-3975205
2800 Palo Parkway Operations LLC	88-4420565
290 Hanover Street Operations LLC	26-3156358
292 Applegarth Road Operations LLC	26-0865549
3 Industrial Way East Operations LLC	26-0865899
30 West Avenue Operations LLC	26-2602152
300 Pearl Street Operations LLC	38-3975338
3000 Windmill Road Operations LLC	88-4314481
302 Cedar Ridge Road Operations LLC	26-0802735
330 Franklin Turnpike Operations LLC	26-0865965
333 Green End Avenue Operations LLC	26-0796847
3430 Huntingdon Pike Operations LLC	88-4304543
3485 Davisville Road Operations II LLC	92-1105056
3514 Fowler Avenue Operations LLC	30-1116161
3590 Washington Pike Operations LLC	37-1800646
3720 Church Rock Street Operations LLC	36-4906274
390 Red School Lane Operations LLC	26-0866040
40 Crosby Street Operations LLC	32-0573730
40 Whitehall Road Operations LLC	30-0878413

<b>Debtor Name</b>	<b>EIN Number</b>
40 Whitehall Road Property LLC	36-4814745
400 McKinley Avenue Operations LLC	93-3663691
4140 Old Washington Highway Operations LLC	26-0814286
419 Harding Street Operations LLC	37-1905331
422 23rd Street Operations LLC	26-0806381
425 Buttonwood Street Operations LLC	92-1040323
450 East Philadelphia Avenue Operations LLC	26-0838908
462 Main Street Operations LLC	26-0796131
50 Mulberry Tree Street Operations LLC	26-0804456
50 Pheasant Road Operations LLC	61-1896882
500 East Philadelphia Avenue Operations LLC	26-0840575
501 Thomas Jones Way Operations LLC	92-1086015
505 Weyman Road Operations LLC	92-1086060
530 Macoby Street Operations LLC	26-0840740
54 Sharp Street Operations LLC	26-0866164
5485 Perkiomen Avenue Operations LLC	26-0840797
550 South Negley Avenue Operations LLC	92-1089430
5609 Fifth Avenue Operations LLC	92-1116989
590 North Poplar Fork Road Operations LLC	26-0802814
60 Highland Road Operations LLC	88-4292979
600 Paoli Pointe Drive Operations LLC	26-0842139
600 W. Valley Forge Road Operations LLC	88-4293566
613 Hammonds Lane Operations LLC	26-0816065
624 N. Converse Street Property, LLC	32-0467257
640 Bethlehem Pike Operations LLC	92-1044499
642 Metacom Avenue Operations LLC	26-3157291
660 Commonwealth Avenue Operations LLC	26-0796908
677 Court Street Operations LLC	26-0903080
7 Baldwin Street Operations LLC	26-0903110
700 Marvel Road Operations LLC	26-0789419
700 Town Bank Road Operations LLC	26-0866369
715 East King Street Operations LLC	37-1690544
723 Summers Street Operations LLC	26-0804524
724 N. Charlotte Street Operations LLC	92-1045090
735 Putnam Pike Operations LLC	26-3156030
75 Hickle Street Operations LLC	26-0842502
777 Lafayette Road Operations LLC	26-3157593
8 Rose Street Operations LLC	26-0804585
8 Snow Road Operations LLC	36-4904863
80 Maddex Drive Operations LLC	26-0804643
800 Court Street Circle Operations LLC	92-1089501
803 Hacienda Lane Operations LLC	36-4905637
8100 Washington Lane Operations LLC	26-0842681
825 Summit Street Operations LLC	26-0804702

Debtor Name	EIN Number
84 Cold Hill Road Operations LLC	26-0866432
840 Lee Road Operations LLC	26-0805378
850 12th Avenue Property, LLC	61-1762114
867 York Road Operations LLC	26-0842583
885 MacBeth Drive Operations LLC	92-1055531
900 Tuck Street Operations LLC	92-1055607
91 Country Village Road Operations LLC	26-0903160
940 Walnut Bottom Road Operations LLC	92-1089574
98 Hospitality Drive Operations LLC	36-4814147
Albuquerque Heights Healthcare and Rehabilitation Center, LLC	26-0675040
Albuquerque Heights Property, LLC	36-4739932
Belen Meadows Healthcare and Rehabilitation Center, LLC	26-0675094
Belfast Operations, LLC	20-5541877
Brier Oak on Sunset, LLC	95-4212165
Camden Operations, LLC	20-5542380
Canyon Albuquerque Property, LLC	61-1715791
Canyon Transitional Rehabilitation Center, LLC	26-0675157
Clovis Healthcare and Rehabilitation Center, LLC	26-0675210
Courtyard JV LLC	27-3653462
Encore GC Acquisition LLC	36-4746246
Encore Pediatrics, LLC	92-0850640
Encore Preakness, LLC	25-1805051
Encore Rehabilitation Services, LLC	20-8215706
Falmouth Operations, LLC	20-5542263
Farmington Operations, LLC	20-5542206
FC-GEN Operations Investment, LLC	27-3237005
Five Ninety Six Sheldon Road Operations LLC	26-3157551
Forty Six Nichols Street Operations LLC	26-3157432
Fountain Holdco, LLC	61-1690655
Franklin Woods JV LLC	27-3653701
GEN BQ JV Holdings, LLC	83-4680177
GEN CCG JV Holdings LLC	84-4231317
GEN Operations I, LLC	27-3237090
GEN Operations II, LLC	27-3237225
GEN SF JV Holdings, LLC	84-2030307
GEN-CCG WO Master Tenant LLC	84-4852373
GEN-Next Holdco I LLC	83-3196600
Genesis Administrative Services LLC	30-0847166
Genesis CT Holdings LLC	26-0787896
Genesis CT XCL Operations LLC	83-4097388
Genesis DE Holdings LLC	26-0788062
Genesis Dynasty Operations LLC	35-2579085
Genesis Eldercare Network Services, LLC	23-2107987
Genesis ElderCare Physician Services, LLC	06-1156428

<b>Debtor Name</b>	<b>EIN Number</b>
Genesis HealthCare LLC	27-3237296
Genesis HealthCare of Maine, LLC	36-4725000
Genesis Holdings LLC	30-0843337
Genesis MA Holdings LLC	26-0788158
Genesis MD Holdings LLC	26-0788216
Genesis Midwest II Operations LLC	61-1866165
Genesis NH Holdings LLC	26-0902542
Genesis NHG Operations LLC	37-1904639
Genesis NHG-GEN Operations LLC	83-4098117
Genesis NJ Holdings LLC	26-0856500
Genesis OMG Operations LLC	45-2036948
Genesis Operations III LLC	27-3956918
Genesis Operations IV LLC	45-2014515
Genesis Operations LLC	26-0787826
Genesis Operations V LLC	45-2015148
Genesis Operations VI LLC	45-2015863
Genesis Orion Operations LLC	46-3646227
Genesis PA Holdings LLC	26-0788305
Genesis Partnership LLC	61-1747445
Genesis Physician Services MSO, LLC	37-1896412
Genesis PM CO Operations LLC	92-1398777
Genesis PM NJ Operations LLC	92-1881394
Genesis PM PA Operations LLC	92-1071670
Genesis RI Holdings LLC	26-0788381
Genesis SNI Operations LLC	84-2628539
Genesis Tang Operations LLC	38-4021426
Genesis VA Holdings LLC	26-0874971
Genesis VT Holdings LLC	26-0822458
Genesis WV Holdings LLC	26-0788494
GHC Holdings LLC	26-0740682
GHC JV Holdings LLC	27-3451063
GHC Payroll LLC	26-1091992
GHC TX Operations LLC	61-1750087
Granite Ledges JV LLC	27-3653829
Harborside Danbury Limited Partnership	06-1528119
Harborside Health I LLC	51-0304578
Harborside Healthcare Advisors Limited Partnership	04-2985690
Harborside Healthcare Limited Partnership	04-2985687
Harborside Healthcare, LLC	04-3307188
Harborside New Hampshire Limited Partnership	04-3284611
Harborside Rhode Island Limited Partnership	05-0495209
Harborside Toledo Business LLC	04-3274482
HBR Kentucky, LLC	20-2512086
HBR Trumbull, LLC	20-4599841

<b>Debtor Name</b>	<b>EIN Number</b>
HC 63 Operations LLC	26-0805549
Kansas City Transitional Care Center, LLC	38-3879014
Kennebunk Operations, LLC	20-5542183
Kennett Center, L.P.	34-1975968
KHI LLC	51-0304577
Leasehold Resource Group, LLC	20-0083961
Lewiston Operations, LLC	20-5541920
LTC ACO, LLC	37-1787111
Magnolia JV LLC	27-3653937
Maryland Harborside, LLC	04-3168713
Metro Therapy, Inc.	11-3068922
Nine Haywood Avenue Operations LLC	26-0797562
Odd Lot LLC	27-5191122
Orono Operations, LLC	20-5542044
PAI Participant 1, LLC	83-4164482
PAI Participant 2, LLC	83-4164572
PAI Participant 3, LLC	83-4164685
PAI Participant 4, LLC	83-4164813
PBR Intermediate Holdings, LLC	88-3920334
PDDTSE, LLC	46-2458197
Peak Medical Assisted Living, LLC	52-2088942
Peak Medical Las Cruces No. 2, LLC	20-0068615
Peak Medical Las Cruces, LLC	71-0950059
Peak Medical New Mexico No. 3, LLC	85-0484183
Peak Medical Roswell, LLC	20-0068604
Peak Medical, LLC	52-2088940
Pine Tree Villa LLC	20-2513222
Post-Acute Innovations, LLC	37-1932430
Powerback Pediatrics of Arkansas, LLC	88-4247749
Powerback Pediatrics of Georgia, LLC	99-0921365
Powerback Pediatrics of Missouri, LLC	92-0863507
Powerback Pediatrics of Nebraska, LLC	92-0886808
Powerback Pediatrics of South Carolina, LLC	99-0921075
Powerback Pediatrics of Vermont, LLC	99-0921658
Powerback Rehabilitation, LLC	23-2446104
PRMC/GEC at Salisbury Center, LLC	23-3010869
Property Resource Holdings, LLC	37-1712484
Regency Health Services, LLC	33-0210226
Respiratory Health Services LLC	52-2054967
Romney Health Care Center Limited Partnership	55-0689584
Route 92 Operations LLC	26-0805623
Saddle Shop Road Operations LLC	26-0805711
Salisbury JV LLC	27-3654054
Scarborough Operations, LLC	20-5542088

<b>Debtor Name</b>	<b>EIN Number</b>
SHG Partnership, LLC	36-4802236
SHG Resources, LLC	20-0084078
Skies Healthcare and Rehabilitation Center, LLC	26-0675263
Skiles Avenue and Sterling Drive Urban Renewal Operations LLC	61-1717930
Skilled Healthcare, LLC	20-0084014
Skowhegan SNF Operations, LLC	20-5541352
St. Anthony Healthcare and Rehabilitation Center, LLC	26-0675327
St. Catherine Healthcare and Rehabilitation Center, LLC	20-8386337
St. John Healthcare and Rehabilitation Center, LLC	20-8386810
St. Theresa Healthcare and Rehabilitation Center, LLC	26-0675370
State Street Associates, L.P.	23-2799332
State Street Kennett Square, LLC	23-2446105
Stillwell Road Operations LLC	26-0805824
Summit Care Parent, LLC	38-3901040
Summit Care, LLC	95-3656297
Sun Healthcare Group, Inc.	13-4230695
SunBridge Beckley Health Care LLC	31-1042548
SunBridge Care Enterprises, LLC	95-3311961
SunBridge Clipper Home of North Conway, LLC	02-0417606
SunBridge Clipper Home of Wolfeboro, LLC	02-0382521
SunBridge Dunbar Health Care LLC	55-0593873
SunBridge Gardendale Health Care Center, LLC	58-2238801
SunBridge Goodwin Nursing Home, LLC	02-0303002
SunBridge Healthcare, LLC	85-0370802
SunBridge Nursing Home, LLC	91-1572371
SunBridge Putnam Health Care LLC	31-0996773
SunBridge Regency-North Carolina, LLC	56-1954175
SunBridge Regency-Tennessee, LLC	33-0690226
SunBridge Retirement Care Associates, LLC	43-1441789
SunBridge Salem Health Care LLC	31-0996769
SunDance Rehabilitation Agency, LLC	30-0141695
SunDance Rehabilitation Holdco, Inc.	38-3954180
SunDance Rehabilitation, LLC	06-1310410
The Rehabilitation Center of Albuquerque, LLC	26-0675426
Thirty Five Bel-Aire Drive SNF Operations LLC	26-0797624
Three Mile Curve Operations LLC	26-0806097
Waterville SNF Operations LLC	20-5541966
Westbrook Operations, LLC	20-5542347
Westwood Medical Park Operations LLC	26-0797458

**EXHIBIT B**

**List of Facilities**

BU #	Facility Name	State	Landlord	Address
57045	Cypress Cove	AL	Omega	200 Alabama Ave., Muscle Shoals, AL 35661-3102
55286	Glenwood	AL	Glenwood Realty	211 Ana Drive, Florence, AL 35630
55287	Hilltop at Glenwood	AL	Glenwood Realty	213 Ana Drive, Florence, AL 35630
57046	Keller Landing	AL	Omega	813 Keller Lane, Tuscumbia, AL 35674-1110
57047	Magnolia Ridge	AL	LTC	420 Dean Drive, Gardendale, AL 35071-2763
57257	Magnolia Village	AL	LTC	420 Dean Drive, Gardendale, AL 35071-2763
57048	Merry Wood Lodge	AL	Omega	280 Mount Hebron Road, Elmore, AL 36025-1526
57049	River City	AL	Omega	1350 14th Avenue SE, Decatur, AL 35601-4364
57050	Cottage of the Shoals	AL	Omega	500 John Aldridge Dr., Tuscumbia, AL 35674-3000
57305	Brier Oak on Sunset	CA	BFW, LLC	5154 Sunset Blvd., Los Angeles, CA 90027
57007	St Joseph's	CT	GMF	6448 Main Street, Trumbull, CT 06611-2075
55273	Lofland Park	DE	Seafire NEMA - JV	715 East King Street, Seaford, DE 19973
55026	Milford	DE	Cindat/HUD	700 Marvel Road, Milford, DE 19963
55031	Seaford	DE	Cindat/HUD	1100 Norman Eskridge Highway, Seaford, DE 19973
55226	Cedar Ridge	ME	Sandy River	23 Cedar Ridge Drive, Skowhegan, ME 4976
55227	Harbor Hill	ME	Sandy River	2 Footbridge Road, Belfast, ME 4915
55228	Marshwood	ME	Sandy River	33 Roger Street, Lewiston, ME 4240
55229	Oak Grove	ME	Sandy River	27 Cool Street, Waterville, ME 4901
55230	Orono Commons	ME	Sandy River	117 Bennoch Road, Orono, ME 4473
55231	Pine Point	ME	Sandy River	67 Pine Point Road, Scarborough, ME 4074
55232	RiverRidge	ME	Sandy River	3 Brazier Lane, Kennebunk, ME 4043
55233	Sandy River	ME	Sandy River	119 Livermore Falls Road, Farmington, ME 4938
55234	Sedgewood Commons	ME	Sandy River	22 Northbrook Drive, Falmouth, ME 4105
55235	Springbrook	ME	Sandy River	300 Spring Street, Westbrook, ME 4092
55236	Windward Gardens	ME	Sandy River	105 Mechanic Street, Camden, ME 4843
55247	Fairland	MD	Seafire NEMA - JV	2101 Fairland Road, Silver Spring, MD 20904
13013	Franklin Woods	MD	Managed JV	9200 Franklin Square Drive, Baltimore, MD 21237
55013	Hammonds Lane	MD	Seafire NEMA - JV	613 Hammonds Lane, Brooklyn Park, MD 21225
57110	Larkin Chase	MD	Managed JV	15005 Health Center Drive, Bowie, MD 20716-1017

BU #	Facility Name	State	Landlord	Address
13034	Doctors Community Rehab Center (Magnolia Gardens)	MD	Managed JV	6710 Mallery Drive, Lanham, MD 20706
55169	Waldorf	MD	Seafire NEMA - JV	4140 Old Washington Highway, Waldorf, MD 20602
57014	Hadley	MA	Chakalos	20 North Maple St, PO Box 720, Hadley, MA 01035-9715
55057	Heritage Woods Asst Living	MA	Ventas	462 Main Street, Agawam, MA 1001
13998	Lasell	MA	Managed JV	120 Seminary Ave, Auburndale, MA 2466
57512	Renaissance Manor on Cabot	MA	Owned	279 Cabot Street, Holyoke, MA 01040
57280	Applewood	NH	Aurora	8 Snow Road, Winchester, NH 03470-2806
55062	Country Village	NH	Cindat	91 Country Village Road, Box 441, Lancaster, NH 3584
57281	Crestwood	NH	Aurora	40 Crosby Street, Milford, NH 03055-4707
55266	Elm Wood at Claremont	NH	Omega	290 Hanover Street, Claremont, NH 3743
57034	Exeter	NH	Aurora	8 Hampton Rd, Exeter, NH 03833-4806
13118	Granite Ledges of Concord	NH	Managed JV	151 Langley Parkway, Concord, NH 3301
55288	Hackett Hill	NH	Seafire NEMA - JV	191 Hackett Hill Drive, Manchester, NH 3102
55059	Harris Hill	NH	Cindat/HUD	20 Maitland Street, Concord, NH 03301-2696
55070	Keene	NH	Cindat/HUD	677 Court Street, Keene, NH 3431
55060	Laconia	NH	Cindat/HUD	175 Blueberry Lane, Laconia, NH 3246
55065	Lebanon	NH	Cindat/HUD	24 Old Etna Road, Lebanon, NH 3766
55071	Mountain Ridge	NH	Cindat/HUD	7 Baldwin Street, Franklin, NH 03235-1879
55267	Oceanside	NH	Omega	22 Tuck Road, Hampton, NH 3842
55268	Partridge House	NH	Omega	777 Lafayette Road, Hampton, NH 3842
57282	Pheasant Wood	NH	Aurora	50 Pheasant Road, Peterborough, NH 03458-2110
55066	Ridgewood	NH	Cindat/HUD	25 Ridgewood Road, Bedford, NH 03110-6511
57514	Rochester Manor	NH	Owned	40 Whitehall Road, Rochester, NH 03867
56033	Arbor Glen	NJ	Cindat/HUD	25 East Lindsley Road, Cedar Grove, NJ 7009
56035	Cranbury	NJ	Next HC - JV	292 Applegarth Road, Monroe Twp, NJ 8831
56039	Holly Manor	NJ	Next HC - JV	84 Cold Hill Road, Mendham, NJ 7945
56043	Jersey Shore	NJ	Cindat/HUD	3 Industrial Way East, Eatontown, NJ 7724
55104	Lopatcong	NJ	Ventas	390 Red School Lane, Phillipsburg, NJ 8865
56045	Maple Glen	NJ	Cindat/HUD	12-15 Saddle River Road, Fair Lawn, NJ 7410
55051	Millville	NJ	Next HC - JV	54 Sharp Street, Millville, NJ 8332
55116	North Cape	NJ	Next HC - JV	700 Townbank Road, North Cape May, NJ 8204
56050	Ridgewood	NJ	Cindat/HUD	330 Franklin Turnpike, Ridgewood, NJ 7450
56051	Southern Ocean	NJ	Cindat/HUD	1361 Route 72 West, Manahawkin, NJ 8050

BU #	Facility Name	State	Landlord	Address
56053	Troy Hills	NJ	Melohn	200 Reynolds Avenue, Parsippany, NJ 7054
57345	Albuquerque Heights Healthcare and Rehabilitation Center	NM	Omega/Preferred	103 Hospital Loop NE, Albuquerque, NM 87109
57349	Bear Canyon Rehabilitation Center	NM	LTC	5123 Juan-Tabo Blvd. NE, Albuquerque, NM 87111
57352	Belen Meadows Healthcare and Rehabilitation Center	NM	Belen Health Care	1831 Camino del Llano, Belen, NM 87002
55309	Bloomfield Nursing and Rehab	NM	Omega/Preferred	803 Hacienda Lane, Bloomfield, NM 87413
57348	Canyon Transitional Rehabilitation Center	NM	Omega/Preferred	10101 Lagrima de Oro NE, Albuquerque, NM 87111
57167	Casa De Oro	NM	Grey Handy	1005 Lujan Hill Road, Las Cruces, NM 88007-6304
57168	Casa Del Sol Care	NM	ALE Partners	2905 East Missouri, Las Cruces, NM 88011-4813
55310	Casa Real	NM	Omega/Preferred	1650 Galisteo Street, Santa Fe, NM 87505
55311	Clayton Nursing and Rehab	NM	Omega/Preferred	419 Harding Street, Clayton, NM 88415
57354	Clovis Healthcare and Rehabilitation Center	NM	LTC	1201 N. Norris St., Clovis, NM 88101
57169	Ladera	NM	Ralph Hazelbaker	5901 Ouray Road NW, Albuquerque, NM 87120-1381
57170	Las Palomas	NM	Ralph Hazelbaker	8100 Palomas NE, Albuquerque, NM 87109-5264
57172	Mission Arch	NM	Roswell Health Care	3200 Mission Arch Drive, Roswell, NM 88201-8307
55312	Red Rocks Care Center	NM	Omega/Preferred	3720 Church Rock Street, Gallup, NM 87301
57174	Rio Rancho	NM	Ralph Hazelbaker	4210 Sabana Grande SE, Rio Rancho, NM 87124-1152
57350	Sandia Ridge Center	NM	LTC	2216 Lester Drive NE, Albuquerque, NM 87112
55313	Silver City Care Center	NM	Omega/Preferred	3514 Fowler Avenue, Silver City, NM 88061
57347	Skies Healthcare and Rehabilitation Center	NM	Albuquerque Health Care	9150 McMahon NW, Albuquerque, NM 87114
57353	St. Anthony Healthcare and Rehabilitation Center	NM	LTC	1400 West 21st Street, Clovis, NM 88101
57346	The Rehabilitation Center of Albuquerque	NM	Presbyterian Healthcare	5900 Forest Hills Dr. NE, Albuquerque, NM 87109
57173	The Village at Northrise, Morningside	NM	GMF	2880 N. Roadrunner Parkway, Las Cruces, NM 88011-0853
57351	Uptown Rehabilitation Center	NM	LTC	7900 Constitution Ave. NE, Albuquerque, NM 87110
57111	Abbotts Creek	NC	Omega	877 Hill Everhart Rd, Lexington, NC 27295-9140
57117	Meridian (NC)	NC	Omega	707 North Elm St, High Point, NC 27262-3917
57113	Mount Olive	NC	Omega	228 Smith Chapel Rd, Mount Olive, NC 28365-1917
57114	Pembroke	NC	Omega	310 East Wardell Dr, Pembroke, NC 28372-7997
57116	Siler City	NC	Omega	900 West Dolphin St, Siler City, NC 27344-3711

BU #	Facility Name	State	Landlord	Address
55339	Abbeyville Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	100 Abbeyville Rd, Lancaster, PA 17603
55176	Belvedere	PA	Ventas	2507 Chestnut Street, Chester, PA 19013
56116	Berkshire Commons	PA	Ventas	5485 Perkiomen Avenue, Reading, PA 19606
55353	Bethlehem North Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	2029 Westgate Dr, Bethlehem, PA 18017
55328	Bethlehem South Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	2021 Westgate Dr, Bethlehem, PA 18017
55301	Bridgeville Center	PA	CC-GEN JV	3590 Washington Pike, Bridgeville, PA 15017
55329	Camp Hill Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	1700 Market St, Camp Hill, PA 17011
55330	Carlisle Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	940 Walnut Bottom Rd., Carlisle, PA 17015
55331	Chambersburg Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	1070 Stouffer Ave., Chambersburg, PA 17201
55179	Chapel Manor	PA	Ventas	1104 Welsh Road, Philadelphia, PA 19115
55109	Crestview	PA	Next HC - JV	262 Toll Gate Road, Langhorne, PA 19047
55333	Easton Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	2600 Northampton St, Easton, PA 18045
55239	Gettysburg	PA	Next HC - JV	867 York Road, Gettysburg, PA 17325-7501
55184	Highgate at Paoli Pointe	PA	Ventas	600 Paoli Pointe Drive, Paoli, PA 19301
55110	Hillcrest	PA	Next HC - JV	1245 Church Road, Wyncote, PA 19095
56071	Hopkins	PA	Cindat/HUD	8100 Washington Lane, Wyncote, PA 19095
55335	Huntingdon Valley Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	3430 Huntingdon Pike, Huntingdon Valley, PA 19006
55332	Inners Creek Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	100 W Queen St, Dallastown, PA 17313
55336	Jersey Shore Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	1008 Thompson St, Jersey Shore, PA 17740
55337	King of Prussia Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	600 W. Valley Forge Rd, King of Prussia, PA 19406
55338	Kingston Court Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	2400 Kingston Ct, York, PA 17402
56072	Laurel	PA	Next HC - JV	125 Holly Road, Hamburg, PA 19526
56073	Laurel Ridge	PA	CC-GEN JV	75 Hickle Street, Uniontown, PA 15401
55354	Laureldale Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	2125 Elizabeth Ave., Laureldale, PA 19605

BU #	Facility Name	State	Landlord	Address
55340	Lebanon Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	900 Tuck St, Lebanon, PA 17042
56120	Lehigh Commons	PA	Ventas	1680 Spring Creek Road, Macungie, PA 18062
55025	Mifflin	PA	Seafire NEMA - JV	500 E Philadelphia Ave, Shillington, PA 19607
55092	Mifflin Court	PA	Ventas	450 E Philadelphia Ave, Shillington, PA 19607
55342	Montgomeryville Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	640 Bethlehem Pike, Montgomeryville, PA 18936
55126	Norriton Center	PA	Seafire NEMA - JV	1700 Pine Street, Norristown, PA 19401
55177	Pennsburg Manor	PA	Ventas	530 Macoby Street, Pennsburg, PA 18073
55346	Pottstown Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	724 N. Charlotte St, Pottstown, PA 19464
56077	Quakertown	PA	Seafire NEMA - JV	1020 South Main Street, Quakertown, PA 18951
56079	Sanatoga	PA	Next HC - JV	225 Evergreen Road, Pottstown, PA 19464
56119	Sanatoga Court	PA	Ventas	227 Evergreen Road, Pottstown, PA 19464
55355	Sinking Spring Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	3000 Windmill Rd, Sinking Spring, PA 19608
55348	Sunbury Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	901 Court Street, Sunbury, PA 17801
55349	Wallingford Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	115 S. Providence Road, Wallingford, PA 19086
55241	Wayne	PA	Ventas	30 West Avenue, Wayne, PA 19087
55356	West Reading Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	425 Buttonwood St, West Reading, PA 19611
55351	York North Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	1770 Barley Rd, York, PA 17408
55352	York South Skilled Nursing and Rehabilitation Center	PA	Integra Healthcare	200 Pauline Dr, York, PA 17402
56083	Grand Islander	RI	Cindat/HUD	333 Green End Avenue, Middletown, RI 02842
56084	Grandview	RI	Cindat	100 Chambers Street, Cumberland, RI 02864
57044	Greenwood	RI	GMF	1139 Main Avenue, Warwick, RI 02886-1940
56085	Kent Regency	RI	Cindat/HUD	660 Commonwealth Avenue, Warwick, RI 02886
57120	Cumberland Village	TN	Omega	136 Davis Lane, La Follette, TN 37766-3118
57124	Willow Ridge	TN	Omega	215 Richardson Way, Maynardville, TN 37807-3803
56087	Westwood	VA	Cindat/HUD	20 Westwood Medical Park, Bluefield, VA 24605
55090	Woodmont	VA	Cindat/HUD	11 Dairy Lane, Fredericksburg, VA 22405
56157	Bel-Aire	VT	Cindat/HUD	35 Bel-Aire Drive, Newport, VT 05855

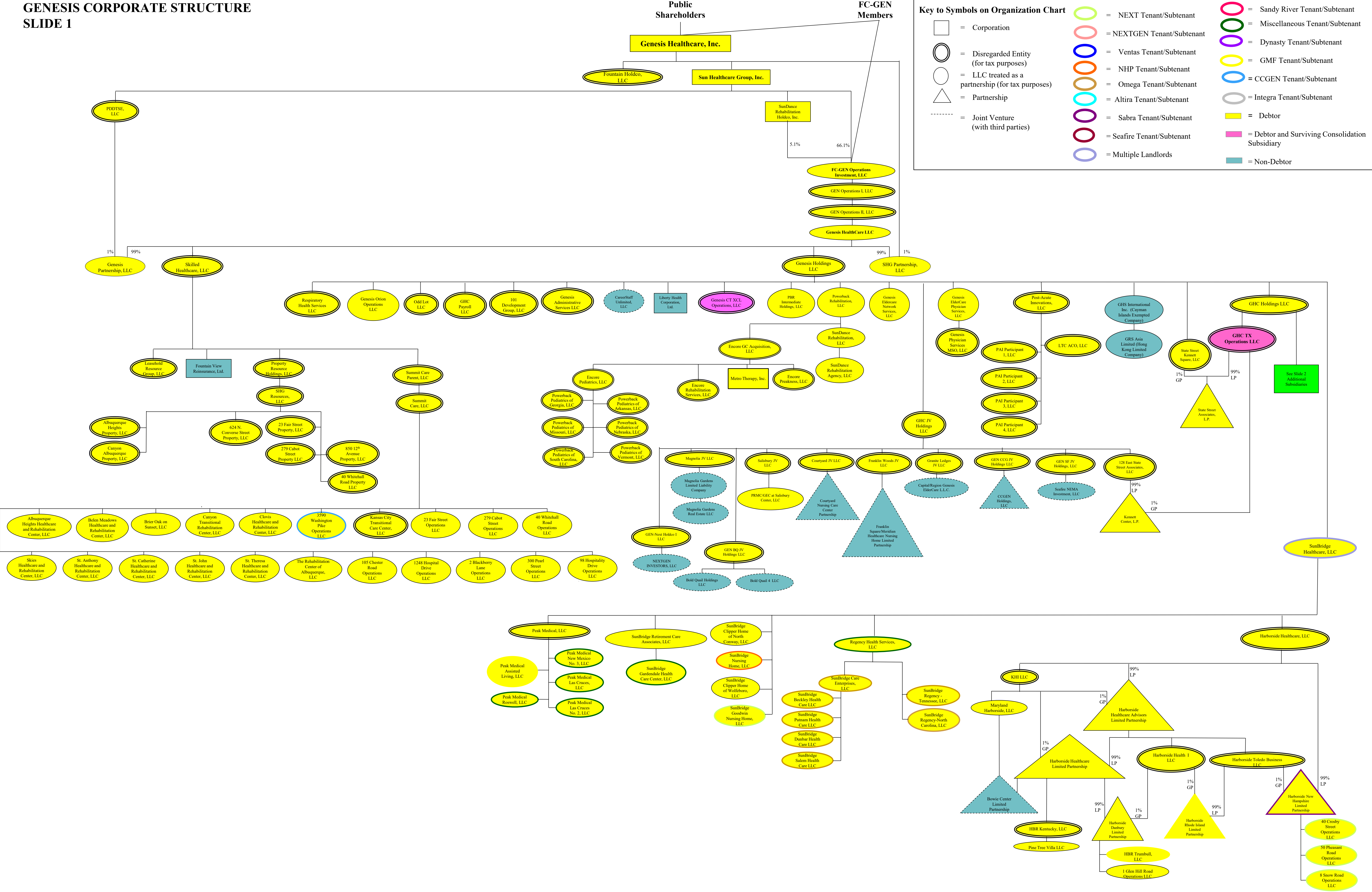
BU #	Facility Name	State	Landlord	Address
55242	Mountain View	VT	Cindat/HUD	9 Haywood Avenue, P.O. Box 6623, Rutland, VT 5701
55274	Saint Albans	VT	Omega	596 Sheldon Road, Saint Albans, VT 5478
57185	Columbia Crest	WA	Ventas	1100 E. Nelson Rd., Moses Lake, WA 98837-2360
57186	Everett	WA	Ventas	1919 - 112th St., Southwest, Everett, WA 98204-3784
57187	Lake Ridge	WA	Ventas	817 East Plum, Moses Lake, WA 98837-1870
55055	Ansted	WV	Cindat/HUD	106 Tyree Street, P.O. Drawer 400, Ansted, WV 25812-9800
56096	Brightwood	WV	CC-GEN JV	840 Lee Road, Follansbee, WV 26037
56097	Canterbury	WV	Cindat/HUD	80 Maddex Drive, Shepherdstown, WV 25443
56099	Carehaven	WV	Cindat/HUD	2720 Charles Town Road, Martinsburg, WV 25401
56100	Cedar Ridge	WV	Cindat/HUD	302 Cedar Ridge Road, Sissonville, WV 25320
57126	Dunbar	WV	Omega	501 Caldwell Lane, Dunbar, WV 25064-2026
55272	Hampshire Health Care	WV	Hampshire County, WV	260 Sunrise Blvd, Romney, WV 26757
56106	Heritage	WV	CC-GEN JV	101 13th Street, Huntington, WV 25701
55224	Hidden Valley Health Care	WV	Seafire NEMA - JV	422 23rd Street, Oak Hill, WV 25901
55036	Hilltop	WV	Seafire NEMA - JV	152 Saddle Shop Road P.O.Box 125, Hilltop, WV 25855
56102	Logan	WV	Ventas	P.O.Box 540, 55 LMMH Center Road, Logan, WV 25601
56112	Madison	WV	CC-GEN JV	161 Bakers Ridge Road, Morgantown, WV 26508
55222	Marmet Health Care	WV	Cindat/HUD	1 Sutphin Drive, Marmet, WV 25315
56103	Miletree	WV	Seafire NEMA - JV	825 Summit Street, Spencer, WV 25276
57129	Parkersburg Care	WV	Omega	1716 Gihon Road, Parkersburg, WV 26101-9655
55271	Pierpont at Fairmont Campus	WV	Omega	1543 Country Club Road, Fairmont, WV 26554
57130	Pine Lodge	WV	Omega	405 Stanaford Rd., Beckley, WV 25801-3143
55365	Pine View Center	WV	Omega	400 McKinley Avenue, Harrisville, WV 26362
56104	Pocahontas	WV	CC-GEN JV	5 Everett Tibbs Road, Marlinton, WV 24954-6500
57131	Putnam Care	WV	Omega	300 Seville Rd, Hurricane, WV 25526-9206
56107	Raleigh	WV	Seafire NEMA - JV	1631 Ritter Drive, P.O. Box 741, Daniels, WV 25832
56108	Ravenswood	WV	Ventas	200 South Ritchie Avenue, Ravenswood, WV 26164
56109	Rosewood	WV	CC-GEN JV	8 Rose Street, Grafton, WV 26354
57132	Salem	WV	Omega	255 Sunbridge Drive, Salem, WV 26426-1154
56118	Shenandoah	WV	Next HC - JV	50 Mulberry Tree Street, Charlestown, WV 25414
56110	Sisterville	WV	CC-GEN JV	201 Wood Street, Sisterville, WV 26175
56111	Teays Valley	WV	CC-GEN JV	1390 N. Poplar Fork Road, Hurricane, WV 25526
55270	Tygart at Fairmont Campus	WV	Omega	1539 Country Club Road, Fairmont, WV 26554

BU #	Facility Name	State	Landlord	Address
56113	Valley	WV	Ventas	1000 Lincoln Drive, Charleston, WV 25309
56114	White Sulphur Springs	WV	Ventas	345 Pocahontas Trail, P.O.Box 249, White Sulphur Springs, WV 24986
56115	Willows	WV	Cindat/HUD	723 Summers Street, Parkersburg, WV 26101

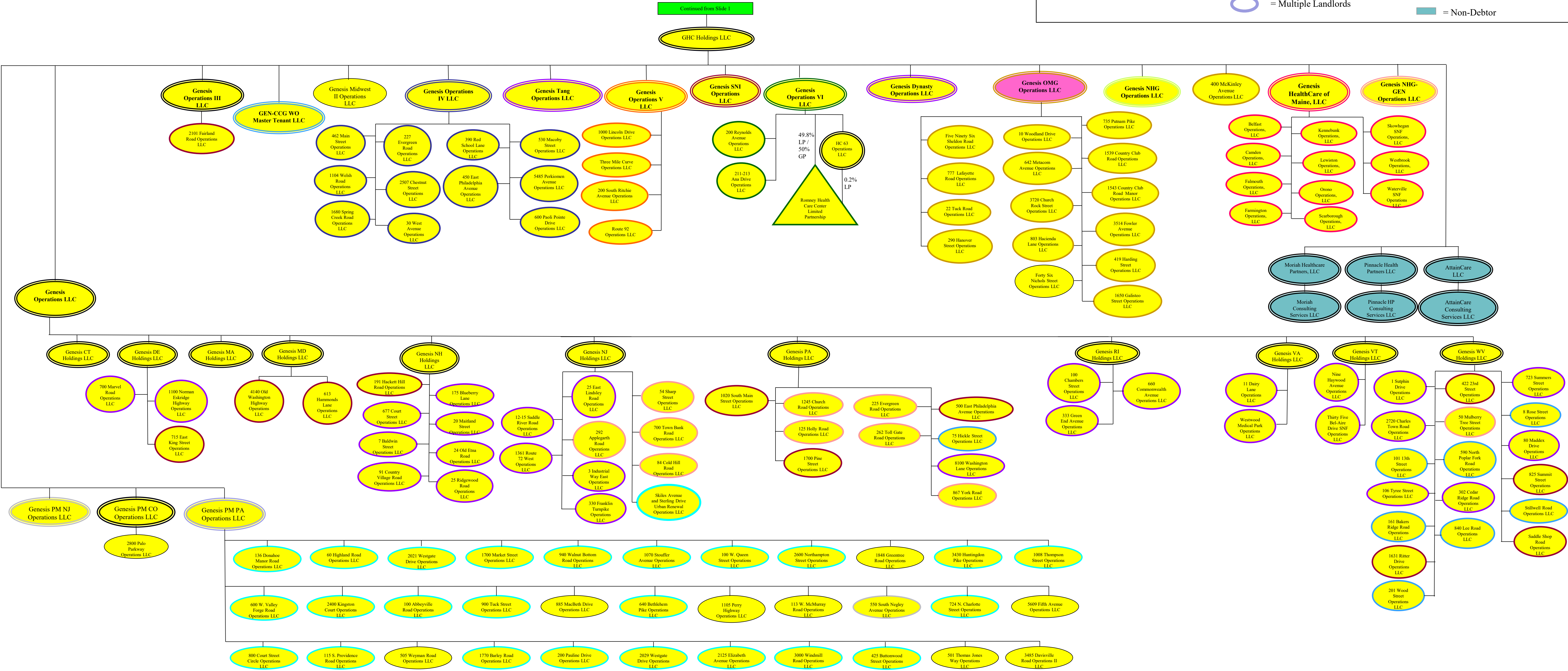
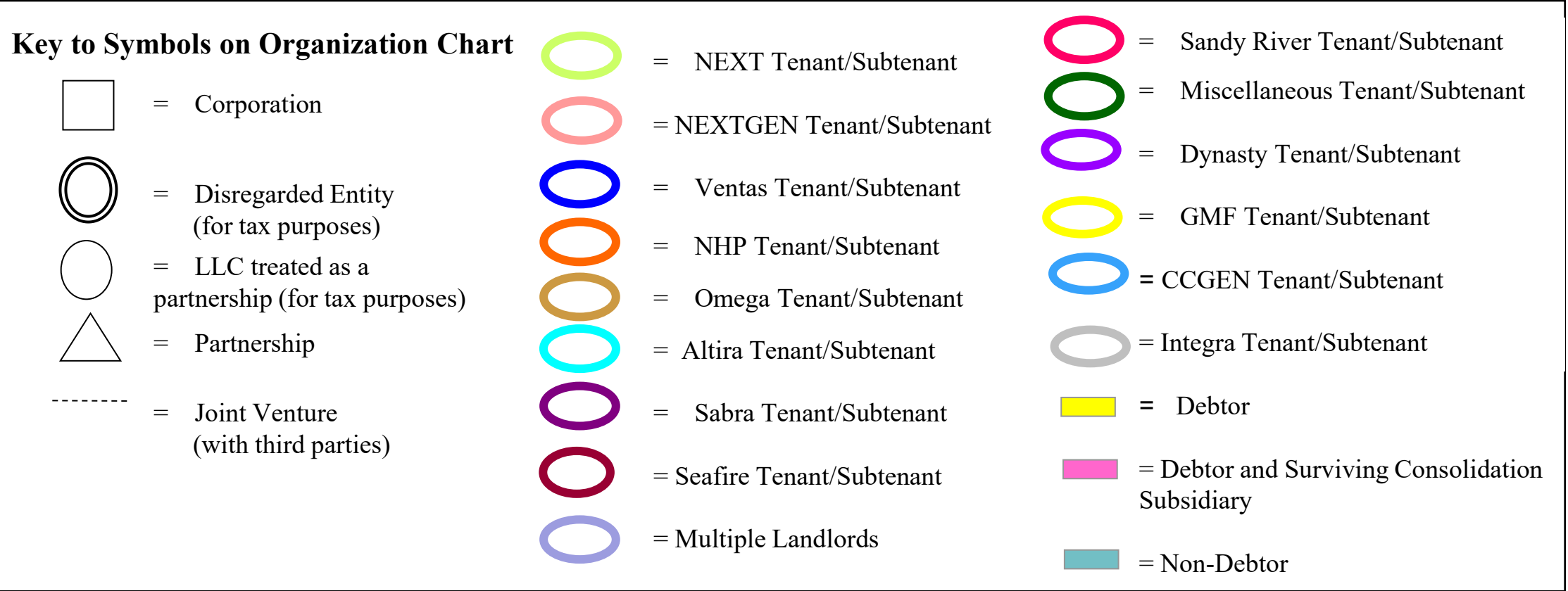
**EXHIBIT C**

**Organizational Chart**

GENESIS CORPORATE STRUCTURE  
SLIDE 1



GENESIS CORPORATE STRUCTURE  
SLIDE 2



**EXHIBIT D**

**Consolidation Summary**

<b>Inactive Entity</b>	<b>D/B/A Name</b>	<b>EIN</b>	<b>Consolidation Entity</b>
1400 Woodland Avenue Operations LLC	The Woodlands	27-4831429	Genesis CT XCL Operations LLC
319 East Dunstable Road Operations LLC	Langdon Place of Nashua, A Senior Living Community	46-3646122	Genesis CT XCL Operations LLC
Genesis Diamond Operations LLC	N/A	27-4836275	Genesis CT XCL Operations LLC
Genesis Prime Operations LLC	N/A	38-4088696	Genesis CT XCL Operations LLC
SunBridge Clipper Home of Portsmouth, LLC	Clipper Harbor	02-0350094	Genesis CT XCL Operations LLC
SunBridge Glenville Health Care, LLC	Glenville Center	55-0618169	Genesis CT XCL Operations LLC
SunBridge Mountain Care Management, LLC	New Martinsville Center	55-0761736	Genesis CT XCL Operations LLC
Willow Creek Healthcare Center, LLC	Willow Creek Healthcare Center	20-0081112	Genesis CT XCL Operations LLC
15810 South 42nd Street Operations LLC	La Estancia Nursing and Rehabilitation Center	35-2367020	Genesis OMG Operations LLC
1660 Hospital Drive Operations LLC	Raton Nursing and Rehabilitation Center	84-1863605	Genesis OMG Operations LLC
215 West Brown Road Operations LLC	Mesa Christian Residential Care Center	36-4907028	Genesis OMG Operations LLC
255 West Brown Road Operations LLC	Mesa Christian Health and Rehabilitation Center	32-0576105	Genesis OMG Operations LLC
9940 West Union Hills Drive Operations LLC	Sun City Health and Rehabilitation Center	36-4907174	Genesis OMG Operations LLC
GEN BQ OMG Master Tenant LLC	N/A	84-4064627	Genesis OMG Operations LLC
SunBridge Circleville Health Care LLC	Circleville Center	31-0921482	Genesis OMG Operations LLC
SunBridge Marion Health Care, LLC	Presidential Center	31-1037975	Genesis OMG Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
Wakefield Healthcare, LLC	Wakefield Center	04-3581363	Genesis OMG Operations LLC
Westfield Healthcare, LLC	Westfield Center	04-3581366	Genesis OMG Operations LLC
Peak Medical Colorado No. 2, LLC	Cheyenne Mountain Center Mesa Manor Center Pikes Peak Center Cheyenne Place, an Independent Community Pueblo Center	47-0867344	Genesis OMG Operations LLC
1 Emerson Drive North Operations LLC	Kimberly Hall North	26-0842012	GHC TX Operations LLC
1 Emerson Drive South Operations LLC	Kimberly Hall South	26-0842055	GHC TX Operations LLC
1 Magnolia Drive Operations LLC	La Plata Center	26-0811744	GHC TX Operations LLC
100 Edella Road Operations LLC	Abington Manor	26-0837684	GHC TX Operations LLC
100 St. Claire Drive Operations LLC	Brackenville Center	36-4776637	GHC TX Operations LLC
1000 Orwigsburg Manor Drive Operations LLC	Orwigsburg Center	26-0829511	GHC TX Operations LLC
1000 Schuylkill Manor Road Operations LLC	Schuylkill Center	26-0831391	GHC TX Operations LLC
101 Mills Place Operations LLC	N/A	38-4060150	GHC TX Operations LLC
1080 Silver Lake Boulevard Operations LLC	Silver Lake Center	26-0788996	GHC TX Operations LLC
1113 North Easton Road Operations LLC	Garden Spring Center	26-0831683	GHC TX Operations LLC
115 Sunset Road Operations LLC	Burlington Woods	26-0856574	GHC TX Operations LLC
120 Murray Street Operations LLC	Glen Ridge Nursing Care Center	38-3975320	GHC TX Operations LLC
120 Murray Street Property LLC	N/A	38-3978413	GHC TX Operations LLC
12080 Bellaire Way Operations LLC	Elms Haven Center	35-2463774	GHC TX Operations LLC
1240 Pinebrook Road, LLC	Pinebrook Center	06-1621880	GHC TX Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
1351 Old Freehold Road Operations LLC	Bey Lea Village Care Center	36-4813957	GHC TX Operations LLC
140 Prescott Street Operations LLC	Prescott House	26-0793290	GHC TX Operations LLC
1419 Route 9 North Operations LLC	Eastern Shore Center	36-4781185	GHC TX Operations LLC
1501 SE 24th Road, LLC	Oakhurst Center	06-1621888	GHC TX Operations LLC
1515 Lamberts Mill Road Operations LLC	Westfield Center	26-0859741	GHC TX Operations LLC
1526 Lombard Street SNF Operations II LLC	ACCELeRate Skilled Nursing and Rehabilitation Philadelphia	92-1100129	GHC TX Operations LLC
1526 Lombard Street SNF Operations LLC	PowerBack Rehabilitation 1526 Lombard Street	26-0833833	GHC TX Operations LLC
1718 Spring Creek Road Operations LLC	Lehigh Center	26-0837736	GHC TX Operations LLC
1801 Turnpike Street Operations LLC	Sutton Hill Center	26-0793448	GHC TX Operations LLC
1801 Wentworth Road Operations LLC	Perring Parkway Center	26-0813486	GHC TX Operations LLC
184 Bethlehem Pike Operations LLC	Fairview Care Center of Bethlehem Pike	26-0837906	GHC TX Operations LLC
1980 Sunset Point Road, LLC	Sunset Point	06-1621890	GHC TX Operations LLC
200 Marter Avenue Operations LLC	PowerBack Rehabilitation Moorestown	38-3885987	GHC TX Operations LLC
22 South Street Operations LLC	Fox Hill Center	26-0842089	GHC TX Operations LLC
239 Pleasant Street Operations LLC	Pleasant View Center, Genesis Healthcare	26-0902837	GHC TX Operations LLC
2600 Highlands Boulevard, North, LLC	Bay Tree Center	06-1621884	GHC TX Operations LLC
2601 Evesham Road Operations LLC	Kresson View Center	26-0865321	GHC TX Operations LLC
290 South Monaco Parkway Operations LLC	Denver Skilled Nursing and Rehabilitation Center	92-1428174	GHC TX Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
3 Park Drive Operations LLC	Westford House	26-0793521	GHC TX Operations LLC
30 Princeton Boulevard Operations LLC	Willow Manor	26-0793685	GHC TX Operations LLC
300 Pearl Street Property LLC	N/A	35-2542517	GHC TX Operations LLC
3000 Balfour Circle Operations LLC	PowerBack Rehabilitation Phoenixville	27-3529232	GHC TX Operations LLC
3001 Evesham Road Operations LLC	Voorhees Center	26-0865927	GHC TX Operations LLC
329 Exempla Circle Operations II LLC	ACCELeRate Skilled Nursing and Rehabilitation Senior Living at Lafayette	92-1149872	GHC TX Operations LLC
336 South West End Avenue Operations LLC	Hamilton Arms Center	26-0838351	GHC TX Operations LLC
3485 Davisville Road Operations LLC	PowerBack Rehabilitation 3485 Davisville Road	26-0838399	GHC TX Operations LLC
35 Milkshake Lane Operations LLC	Spa Creek Center	26-0813812	GHC TX Operations LLC
350 Haws Lane Operations LLC	Harston Hall	26-0838430	GHC TX Operations LLC
3809 Bayshore Road Operations LLC	Victoria Manor	26-4370571	GHC TX Operations LLC
3865 Tampa Road, LLC	West Bay of Tampa	06-1621885	GHC TX Operations LLC
4 Hazel Avenue Operations LLC	Glendale Center	26-0842182	GHC TX Operations LLC
40 Parkhurst Road Operations LLC	Palm Skilled Nursing Care & Center for Rehabilitation Excellence	26-0793914	GHC TX Operations LLC
400 Groton Road Operations LLC	Apple Valley Center	26-0794029	GHC TX Operations LLC
400 Vision Drive Operations LLC	Woodland Hill Center	83-4047257	GHC TX Operations LLC
440 North River Street Operations LLC	Riverstreet Manor	26-0838866	GHC TX Operations LLC
455 Brayton Avenue Operations LLC	Somerset Ridge Center	26-0796001	GHC TX Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
464 Main Street Operations LLC	Memory Support of Heritage Hall	26-0796194	GHC TX Operations LLC
4901 North Main Street Operations LLC	Sarah S. Brayton Nursing Care Center	26-0796274	GHC TX Operations LLC
4927 Voorhees Road, LLC	Orchard Ridge	06-1621891	GHC TX Operations LLC
515 Brightfield Road Operations LLC	PowerBack Rehabilitation, Brightwood Campus	26-0814358	GHC TX Operations LLC
536 Ridge Road Operations LLC	Waterview Center	26-0866116	GHC TX Operations LLC
549 Baltimore Pike Operations LLC	Brinton Manor	26-0840841	GHC TX Operations LLC
55 Cooper Street Operations LLC	Heritage Hall North	26-0796386	GHC TX Operations LLC
55 Kondracki Lane Operations LLC	Quinnipiac Valley Center	37-1787325	GHC TX Operations LLC
555 Kondracki Lane Property, LLC	N/A	35-2541097	GHC TX Operations LLC
5501 Perkiomen Avenue Operations LLC	Berkshire Center, Genesis HealthCare	26-0840887	GHC TX Operations LLC
59 Harrington Court Operations LLC	Harrington Court	26-0842217	GHC TX Operations LLC
6000 Bellona Avenue Operations LLC	Homewood Center	26-0815969	GHC TX Operations LLC
61 Cooper Street Operations LLC	Heritage Hall West	26-0796451	GHC TX Operations LLC
610 Townbank Road Operations LLC	Victoria Commons Retirement Center	26-4370691	GHC TX Operations LLC
65 Cooper Street Operations LLC	Heritage Hall South	26-0796532	GHC TX Operations LLC
650 Edison Avenue Operations LLC	Somerton Center	26-0842387	GHC TX Operations LLC
70 Gill Avenue Operations LLC	Pawtucket Skilled Nursing and Rehabilitation	26-3157451	GHC TX Operations LLC
72 Salmon Brook Drive Operations LLC	Salmon Brook Center	26-0842328	GHC TX Operations LLC
7232 German Hill Road Operations LLC	Heritage Center	26-0816154	GHC TX Operations LLC
7395 W. Eastman Place Operations II LLC	ACCELeRate Skilled Nursing and Rehabilitation Lafayette	92-1117155	GHC TX Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
740 Oak Hill Road Operations LLC	South County Nursing and Rehabilitation Center	35-2537459	GHC TX Operations LLC
7520 Surratts Road Operations LLC	Bradford Oaks Center	27-3285906	GHC TX Operations LLC
800 West Miner Street Operations LLC	Brandywine Hall	26-0842581	GHC TX Operations LLC
8005 U.S. Highway 60 West Operations LLC	Heartland Villa Center ILF	30-1169853	GHC TX Operations LLC
845 Paddock Avenue Operations LLC	Meriden Center	26-0842428	GHC TX Operations LLC
850 Paper Mill Road Operations LLC	Fairview Care Center of Paper Mill Road	26-0842632	GHC TX Operations LLC
8710 Emge Road Operations LLC	Cromwell Center	26-0816247	GHC TX Operations LLC
8720 Emge Road Operations LLC	Loch Raven Center	26-0816264	GHC TX Operations LLC
89 Morton Street Operations LLC	Academy Manor	26-0796661	GHC TX Operations LLC
899 Cecil Avenue Operations LLC	Waugh Chapel Center	26-0816303	GHC TX Operations LLC
9109 Liberty Road Operations LLC	Patapsco Valley Center	27-4831884	GHC TX Operations LLC
Bradford Square Nursing, LLC	Bradford Square Center	20-2512163	GHC TX Operations LLC
Carehouse Healthcare Center, LLC	Carehouse Healthcare Center	20-0080962	GHC TX Operations LLC
Crestview Nursing, LLC	Crestview Center	20-2513005	GHC TX Operations LLC
Elmcrest Care Center, LLC	Elmcrest Care Center	95-4274740	GHC TX Operations LLC
Florida Holdings II, LLC	N/A	06-1621873	GHC TX Operations LLC
Florida Holdings III, LLC	N/A	06-1621882	GHC TX Operations LLC
Forty Eight Nichols Street Operations LLC	Rutland Manor	26-3157566	GHC TX Operations LLC
Forty Six Nichols Street Property LLC	N/A	38-3973852	GHC TX Operations LLC
Genesis Health Ventures of New Garden, LLC	N/A	23-2430609	GHC TX Operations LLC

Inactive Entity	D/B/A Name	EIN	Consolidation Entity
Genesis Hospitality Services LLC	N/A	26-2244951	GHC TX Operations LLC
Genesis IP LLC	N/A	27-5191025	GHC TX Operations LLC
Genesis Staffing Services LLC	N/A	26-2244688	GHC TX Operations LLC
Grant Manor LLC	Grant Center	20-2513089	GHC TX Operations LLC
Harborside Connecticut Limited Partnership	Arden House Governor's House Madison House The Reservoir The Willows	06-1496629	GHC TX Operations LLC
Harborside Massachusetts Limited Partnership	Hathorne Hill Maplewood Center Saugus Center Twin Oaks Center	04-3364219	GHC TX Operations LLC
Harborside of Dayton Limited Partnership	Forest View Center New Lebanon Center	31-1546651	GHC TX Operations LLC
HBR Bowling Green, LLC	Colonial Center	20-5136282	GHC TX Operations LLC
HBR Brownsville, LLC	Edmonson Care and Rehabilitation Center	20-5136593	GHC TX Operations LLC
HBR Campbell Lane, LLC	Magnolia Village	20-5136366	GHC TX Operations LLC
HBR Danbury, LLC	Saint John Paul II Center	20-4599660	GHC TX Operations LLC
HBR Elizabethtown, LLC	Kensington Center	20-5136450	GHC TX Operations LLC
HBR Lewisport, LLC	Heartland Villa Center	20-5136564	GHC TX Operations LLC
HBR Madisonville, LLC	Hillside Center	20-5136395	GHC TX Operations LLC
HBR Owensboro, LLC	Heritage Place	20-5136476	GHC TX Operations LLC
HBR Woodburn, LLC	Hopkins Center	20-5136531	GHC TX Operations LLC
Huntington Place Limited Partnership	Huntington Place	04-3239093	GHC TX Operations LLC
Klondike Manor LLC	Klondike Center	20-2513116	GHC TX Operations LLC

<b>Inactive Entity</b>	<b>D/B/A Name</b>	<b>EIN</b>	<b>Consolidation Entity</b>
Lincoln Highway Operations LLC	PowerBack Rehabilitation Exton	37-1826770	GHC TX Operations LLC
Massachusetts Holdings I, LLC	N/A	10-0001870	GHC TX Operations LLC
Peak Medical Colorado No. 3, LLC	Bear Creek Center Golden Peaks Center	42-1581941	GHC TX Operations LLC
Peak Medical Farmington, LLC	San Juan Center	71-0950065	GHC TX Operations LLC
Peak Medical Gallup, LLC	McKinley Center	71-0950063	GHC TX Operations LLC
Peak Medical of Colorado, LLC	Aspen Center Elms Haven	52-2089013	GHC TX Operations LLC
Peninsula Regional/Genesis ElderCare, LLC	Salisbury Rehabilitation & Nursing Center	23-3010868	GHC TX Operations LLC
Post-Acute Support Services, LLC	N/A	84-2001696	GHC TX Operations LLC
Regency Nursing, LLC	Regency Center	20-2513252	GHC TX Operations LLC
Rejuvenate Consulting Services LLC	N/A	93-1396288	GHC TX Operations LLC
Rejuvenate Group LLC	N/A	92-4022110	GHC TX Operations LLC
Riverside Retirement Limited Partnership	Decatur Township Center	04-2991629	GHC TX Operations LLC
SR-73 AND LAKESIDE AVENUE OPERATIONS LLC	Powerback Rehabilitation, 113 South Route 73	37-169999	GHC TX Operations LLC
SunBridge Harbor View Rehabilitation Center, LLC	Harbor View Community Center Harbor View Behavioral Health Center	33-0282137	GHC TX Operations LLC
Woodspoint LLC	Bridge Point Center	20-2513294	GHC TX Operations LLC